



(Please scan this QR Code to view the Red Herring Prospectus)

RED HERRING PROSPECTUS

October 23, 2023

(The Red Herring Prospectus will be updated upon filing with the RoC)

(Please read section 26 & 32 of Companies Act, 2013)

100% Book Built Issue



## SAR TELEVENTURE LIMITED

Corporate Identity Number: U45202HR2019PLC080514

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
P.No – 346A, 2 <sup>nd</sup> Floor, Udyog Vihar, Phase-4, Gurugram, Haryana - 122016, India	B-16, First floor, Noida Sector-2, Uttar Pradesh-201301, India	Abhishek Jain, Company Secretary and Compliance Officer	Tel: 0124 - 45133283 Email: <a href="mailto:info@sartelevventure.com">info@sartelevventure.com</a>	<a href="http://www.sartelevventure.com">www.sartelevventure.com</a>

### OUR CORPORATE PROMOTER : MG METALLOY PRIVATE LIMITED

#### DETAILS OF THE ISSUE TO PUBLIC

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE	TOTAL ISSUE SIZE	ELIGIBILITY AND RESERVATION									
Fresh Issue	Fresh Issue of up to 45,00,000* Equity Shares of face value of ₹02 each aggregating up to ₹[●] Lakhs of SAR Televenture Limited (“Company” or the “Issuer”) for cash at price of ₹[●]/- per Equity Share (including a share premium of ₹[●] per Equity Share) (“Issue Price”) aggregating up to ₹[●] Lakhs (Rupees [●] Lakhs) (the “Issue”).	Not applicable	Up to ₹ [●] Lakhs	The Issue is being made with compliance to Regulations 229(1) and 253(1) of the SEBI ICDR Regulations, 2018 as amended. For further details, refer to chapter titled “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 178 of this Red Herring Prospectus. <table border="1"> <thead> <tr> <th colspan="3">SHARE RESERVATION AMONG QIBs, NIBs and RIBs</th> </tr> <tr> <th>QIBs</th> <th>NIBs</th> <th>RIB</th> </tr> </thead> <tbody> <tr> <td>Not more than 50% of the Issue to QIBs</td> <td>Not less than 15% of the Issue to NII</td> <td>Not less than 35% of the Issue to RII</td> </tr> </tbody> </table> For details pertaining to reservation among QIBs, NIBs and RIBs, please refer to chapter titled “The Issue” and “Issue Structure” on page 51 and 199 of this Red Herring Prospectus.	SHARE RESERVATION AMONG QIBs, NIBs and RIBs			QIBs	NIBs	RIB	Not more than 50% of the Issue to QIBs	Not less than 15% of the Issue to NII	Not less than 35% of the Issue to RII
SHARE RESERVATION AMONG QIBs, NIBs and RIBs													
QIBs	NIBs	RIB											
Not more than 50% of the Issue to QIBs	Not less than 15% of the Issue to NII	Not less than 35% of the Issue to RII											

#### DETAILS OF SELLING SHAREHOLDERS, ISSUE FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION

Not applicable as entire Issue constitutes of Fresh Issue only

#### RISKS IN RELATION TO THE FIRST ISSUE

This being the first public Issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of Equity Shares is ₹02 each. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in chapter titled “Basis for Issue Price” on page 84 of this Red Herring Prospectus, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding active or sustained trading in the Equity Shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to chapter titled “Risk Factors” on page 32 of this Red Herring Prospectus.

#### ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### LISTING

The Equity Shares of our Company issued through this Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an In-principle approval letter no NSE/LIST/2667 dated October 11, 2023 from National Stock Exchange of India Limited for using its name in the Offer document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

#### BOOK RUNNING LEAD MANAGER

#### REGISTRAR TO THE ISSUE

<b>PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED</b> Pantomath Nucleus House, Saki-Vihar Road, Andheri-East, Mumbai – 400072, Maharashtra, India. Tel: +91-22 6194 6700 Email: <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> Website: <a href="http://www.pantomathgroup.com">www.pantomathgroup.com</a> Investor Grievance Id: <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> Contact Person: Punam Thadeshwar/ Bharti Ranga SEBI Registration No: INM000012110	<b>Skyline Financial Services Private Limited</b> Add: D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 Tel: 011-40450193-197 Email: <a href="mailto:ipo@skylinerta.com">ipo@skylinerta.com</a> Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a> Investor Grievance Id: <a href="mailto:grievances@skylinerta.com">grievances@skylinerta.com</a> Contact Person: Mr. Anuj Rana

#### BID/ISSUE PERIOD

ANCHOR INVESTOR BID/ISSUE PERIOD	TUESDAY, OCTOBER 31, 2023 <sup>(1)</sup>
BID/ISSUE OPENS ON	WEDNESDAY, NOVEMBER 01, 2023 <sup>(1)</sup>
BID/ISSUE CLOSES ON	FRIDAY, NOVEMBER 03, 2023 <sup>(2)(3)</sup>

\* Subject to finalization of Basis of Allotment

- Our Company (acting through its IPO Committee) may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors Bid/Issue period shall be one Working Day prior to the Bid/Issue Opening Date.
- Our Company (acting through its IPO Committee) may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
- UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.



## SAR TELEVENTURE LIMITED

Corporate Identity Number: U45202HR2019PLC080514

Our Company was originally incorporated as “SAR Televance Private Limited” at Gurgaon, Haryana vide Certificate of Incorporation dated May 24, 2019 bearing Corporate Identification Number U45202HR2019PTC080514 issued by the Registrar of Companies, Central Registration Centre. Subsequently our Company was converted into a public limited company vide special resolution passed by the shareholders at the Extra Ordinary General Meeting held on March 21, 2023 and consequently the name of our Company was changed from “SAR Televance Private Limited” to “SAR Televance Limited” vide fresh Certificate of Incorporation granted to our Company consequent upon conversion into public limited company dated April 13, 2023 by the Registrar of Companies, Delhi. For details of Incorporation, Change of Name and Registered Office of our Company, please refer to chapter titled ‘Our History and Certain Other Corporate Matters’ on page 125 of this Red Herring Prospectus.

Registered Office: P.No – 346A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram, Haryana - 122016, India . Telephone: 0124 – 45133283

Corporate Office: B-16, First floor, Noida Sector-2, Uttar Pradesh-201301, India Telephone: 8587050050

Contact Person: Abhishek Jain, Company Secretary and Compliance Officer; E-mail: [info@sartelevance.com](mailto:info@sartelevance.com) Website: [www.sartelevance.com](http://www.sartelevance.com)

### OUR CORPORATE PROMOTER: MG METALLOY PRIVATE LIMITED

#### THE ISSUE

INITIAL PUBLIC ISSUE CONSISTING OF FRESH ISSUE OF UPTO 45,00,000<sup>\*</sup> EQUITY SHARES OF FACE VALUE OF ₹02 EACH (“EQUITY SHARES”) OF SAR TELEVENTURE LIMITED (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) AGGREGATING UPTO ₹ [●] LAKHS (THE “ISSUE”). THE ISSUE INCLUDES A RESERVATION OF UPTO 2,30,000 EQUITY SHARES OF FACE VALUE ₹02 EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING ₹ [●] LAKHS FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹ 02 EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE, AGGREGATING ₹ [●] LAKHS IS HERINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.00 % AND 28.47 % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹02 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER (“BRLM”) AND WILL BE ADVERTISED IN ALL EDITION OF THE ENGLISH NATIONAL NEWSPAPER BUSINESS STANDARD, ALL EDITION OF THE HINDI NATIONAL NEWSPAPER BUSINESS STANDARD, AND REGIONAL EDITION OF THE HINDI NEWSPAPER GURGAON MAIL, HINDI BEING THE REGIONAL LANGUAGE OF HARYANA, WHERE OUR REGISTERED OFFICE IS LOCATED], EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID / ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED REFERRED TO AS THE “STOCK EXCHANGE” FOR THE PURPOSE OF UPLOADING ON ITS WEBSITE.

IN CASE OF ANY REVISIONS IN THE PRICE BAND OR FORCE MAJEURE, BANKING STRIKE OR SIMILAR CIRCUMSTANCES, THE ISSUER MAY, FOR REASONS TO BE RECORDED IN WRITING, MAY EXTEND THE BID / ISSUE PERIOD NOT EXCEEDING 10 WORKING DAYS. ANY REVISION IN THE PRICE BAND AND THE REVISED BID / ISSUE PERIOD, WILL BE WIDELY DISSEMINATED BY NOTIFICATION TO THE STOCK EXCHANGE, BY ISSUING A PRESS RELEASE, AND ALSO BY INDICATING THE CHANGE ON THE WEBSITE OF THE BRLM AND THE TERMINALS OF THE SYNDICATE MEMBER(S) AND BY INTIMATION TO DESIGNATED INTERMEDIARIES AND SPONSOR BANK.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) the Issue is being made for at least 25% of the post- issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process, in compliance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and allocation in the net issue to the public will be made in terms of Regulation 253(1) of the SEBI (ICDR) Regulations, as amended. All Bidders shall only participate in the issue through the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective bank account (including UPI ID for RIIs using UPI Mechanism) (UPI ID, RIIs and UPI Mechanism are defined hereinafter) wherein the Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see “Issue Procedure” on page 203 of this Red Herring Prospectus.

#### RISK IN RELATION TO FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹02 each. The Issue Price (determined and justified by our Company in consultation with the BRLM as stated in “Basis for Issue Price” on page 84 of this Red Herring Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed on EMERGE Platform of National Stock Exchange of India Limited. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

#### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” on page 32 of this Red Herring Prospectus.

#### COMPANY’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue; that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

#### LISTING

The Equity Shares of our Company issued through this Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an In-principle approval letter no NSE/LIST/2667 dated October 11, 2023 from National Stock Exchange of India Limited for using its name in the Offer document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue, National Stock Exchange of India Limited shall be the Designated Stock Exchange.

#### BOOK RUNNING LEAD MANAGER

#### REGISTRAR TO THE ISSUE

<p><b>PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED</b> Pantomath Nucleus House, Saki-Vihar Road, Andheri-East, Mumbai – 400072, Maharashtra, India Tel: +91-22 6194 6700 Email: <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> Website: <a href="http://www.pantomathgroup.com">www.pantomathgroup.com</a> Investor Grievance Id: <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> Contact Person: Punam Thadeshwar/ Bharti Ranga SEBI Registration No: INM000012110</p>	<p><b>Skyline Financial Services Private Limited</b> Add: D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 Tel: 011-40450193-197 Email: <a href="mailto:ipo@skyninerta.com">ipo@skyninerta.com</a> Website: <a href="http://www.skyninerta.com">www.skyninerta.com</a> Investor Grievance Id: <a href="mailto:grievances@skyninerta.com">grievances@skyninerta.com</a> Contact Person: Mr. Anuj Rana</p>

#### BID/ISSUE PERIOD

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- 1) Our Company (acting through its IPO Committee) may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors Bid/Issue period shall be one Working Day prior to the Bid/Issue Opening Date.
- 2) Our Company (acting through its IPO Committee) may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
- 3) UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

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## SECTION I - GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise specified or indicates, requires or implies, shall have the meaning as provided below. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.*

*Notwithstanding the foregoing, terms in the sections “Statement of Possible Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies in India”, “Basis for Issue Price”, “History and Certain Corporate Matters”, “Restated Consolidated Financial Information”, “Outstanding Litigation and Material Developments”, “Description of Equity Shares and terms of Articles of Association” and “Issue Procedure” on page 96, 99, 120, 89, 127, 156, 172, 229 and 206 respectively, will have the meaning ascribed to such terms in these respective sections.*

*The words and expressions used in this Red Herring Prospectus but not defined herein shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.*

#### General Terms

Term	Description
Company or Our Company or the Company or the Issuer Company or SAR Televenture Limited or SAR	SAR Televenture Limited, a company incorporate under the Companies Act, 2013, having its Registered Office at Plot. No. 346-A, 2 <sup>nd</sup> Floor, Udyog Vihar Phase-4, Gurugram, Haryana - 122016, India
We or Us or Our	Unless the context otherwise indicates or implies, refers to our Company.

#### Company Related Terms

Term	Description
Articles/Articles of Association / AoA	of The Articles/ Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit committee of our Board constituted in accordance Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended as described in chapter titled “Our Management” on page 134 of this Red Herring Prospectus.
Auditor / Statutory Auditor/ Peer Review Auditor	M/s Dharit Mehta & Co., Chartered Accountants the Statutory and peer review auditor of our Company.
Board / Board of Directors/ Directors	Board of directors of our Company.
Chairman	The Chairman of our Board namely Rahul Sahdev
Chief Financial Officer / CFO	The Chief Financial Officer of our Company, namely Sarvgya Jain
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Abhishek Jain
Corporate Office	B-16, First floor, Noida Sector-2, Uttar Pradesh-201301
Director(s)	Director(s) on the Board of our Company, appointed from time to time.
Equity Shares	Equity shares of our Company bearing face value of ₹ 02 each.
Executive Directors	Executive directors of our Company. For details, refer chapter titled “Our Management” on page 134 of this Red Herring Prospectus.
Group Company	Group company of our Company in accordance with the SEBI ICDR Regulations. For details, see “Our Group Company” beginning on page 152 of this Red Herring Prospectus.

<b>Term</b>	<b>Description</b>
Independent Director(s)	The Independent director(s) of our Company. For details of Independent Directors, see chapter titled “ <i>Our Management</i> ” on page 134 of this Red Herring Prospectus
IPO Committee	The IPO committee of our Board constituted pursuant to a resolution passed by our Board to facilitate the process of the Issue, as described in chapter titled “ <i>Our Management</i> ” on page 134 of this Red Herring Prospectus
Key Managerial Personnel / KMP	Key management personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and Regulation 2(1)(bb) of the SEBI ICDR Regulations as described in the chapter titled “ <i>Our Management – Key Managerial Personnel</i> ” on page 146 of this Red Herring Prospectus.
Managing Director	The Managing Director of our Company, namely Rahul Sahdev.
Materiality Policy	A policy adopted by our Company, in its Board meeting held on July 31, 2023 for identification of group companies, material creditors and material outstanding litigations.
Memorandum of Association/ MoA.	Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration committee of our Board in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. For details, please refer to chapter titled “ <i>Our Management</i> ” on page 131 of this Red Herring Prospectus.
Non-Executive Directors	Non-Executive Director of our Company. For details, please refer to chapter titled “ <i>Our Management</i> ” on page 134 of this Red Herring Prospectus.
Promoter or Corporate Promoter	The Corporate Promoter of our Company is namely M.G Metalloy Private Limited. For further details, please refer to section titled “Our Promoter & Promoter Group” on page 149 of this Red Herring Prospectus.
Promoter Group	The entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations. For details, see “ <i>Our Promoter and Promoter Group</i> ” on page 149 of this Red Herring Prospectus.
Registered Office	The registered office of our Company is situated at Plot. No. 346-A, 2 <sup>nd</sup> Floor, Udyog Vihar Phase-4, Gurugram, Haryana - 122016, India
Registrar of Companies / RoC	Registrar of Companies, Delhi.
Restated Consolidated Financial Information	Restated Consolidated Financial Information of our Company comprising of Restated Statement of Assets and Liabilities for three months ended June 30, 2023 and for year ended on March 31, 2023, March 31, 2022 and March 31, 2021 and the Restated Profit & Loss Account and Restated Cash Flows for three months ended June 30, 203 and for the period ended March 31, 2023, March 31, 2022 and March 31, 2021 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.  For details, please refer to chapter titled “ <i>Financial Information</i> ” page 156 of this Red Herring Prospectus
Senior Management	Senior management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations. For details, see “ <i>Our Management</i> ” on page 134 of this Red Herring Prospectus.
Shareholder(s)	Shareholders of our Company.
Stakeholders’ Relationship Committee	Stakeholders’ Relationship Committee of our Board in accordance with Regulation 20 of the SEBI Listing Regulations as described in chapter titled “ <i>Our Management</i> ” on page 134 of this Red Herring Prospectus.
Whole-Time Directors	The Whole-Time Directors of our Company, namely Praveen Tandon.
Wholly Owned Subsidiary or WSO or Subsidiary or Our Subsidiary or UAE Subsidiary	The Wholly Owned Subsidiary of our Company, namely, SAR Televenture FZE (Formerly known as Shoora International –FZE) registered in Ajman Free Zone, Ajman on November 03, 2016 as Free Zone Establishment with Limited Liability under the Commercial License No 19849 issued by Ajman Free Zone Authority, Government of Ajman.

## Issue Related Terms

Term	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary (ies) to a Bidder as proof of registration of the Bid Cum Application Form.
Allot/Allotment/Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue.
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidder who have been or are to be Allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Issue Documents and who has bid for an amount of atleast ₹ 200 lakhs.
Anchor Escrow Account /Escrow Account(s)	Account opened with Anchor Escrow Bank for the Issue and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investor in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company (acting through its IPO Committee) in consultation with the BRLM in the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/ Issue period/ Anchor Investor Bidding Date	The day, one (1) Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than Issue Price, but not higher than the Cap Price.  The Anchor Investor Issue Price will be decided by our Company (acting through its IPO Committee) in consultation with the BRLM.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bidding Date, and in the even the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company (acting through its IPO Committee) in consultation with the BRLM, to Anchor Investors, on a discretionary basis, in accordance with the SEBI ICDR Regulations.  One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. <i>*Subject to finalization of Basis of Allotment</i>
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by a Bidder, other than Anchor Investors, to make a Bid and authorize a SCSB to block the Bid Amount in the ASBA account and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB which may be blocked by such SCSB or the account of the RIBs blocked upon acceptance of UPI Mandate Request by the RIBs using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.

<b>Term</b>	<b>Description</b>
ASBA Bidders	All Bidders except Anchor Investors who make a Bid pursuant to the terms of the Red Herring Prospectus and Prospectus and the Bid cum Application Form.
ASBA Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Bidders and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Banker(s) to the Issue/ Sponsor Bank/ Refund Bank/ Public Issue Bank	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Issue Account Bank(s) and the Sponsor Banks, as the case may be.
Bankers to the Issue Agreement	Agreement dated October 12, 2023 entered into by our Company, the Registrar to the Issue, the BRLM, the Syndicate Member the Escrow Collection Bank(s), the Sponsor Bank and the Refund Bank(s), for, inter alia, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from the Anchor Investors, on the terms and conditions thereof.
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in “ <i>Issue Procedure</i> ” on page 206 of this Red Herring Prospectus.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account, as the case maybe, upon submission of the Bid in the Issue.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form including through UPI mode (as applicable), as the context requires.
Bid Lot	[●] Equity Shares and in multiple of [●] Equity Shares, thereafter.
Bid(s) /Bidding	An indication to make an Issue during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid /Issue Period by the Anchor Investors, pursuant to submission of Anchor Investor Application Form including through UPI mode (as may be applicable), to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and Bid cum Application form. The term “Bidding” shall be construed accordingly.
Bid/ Issue Closing Date	<p>Except in relation to the Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being which shall be notified in all edition of the English national newspaper Business Standard all edition of the Hindi national newspaper Business Standard and regional edition of the Hindi newspaper being Regional newspaper Gurgaon Mail, Hindi being the regional language of Gurugram, Haryana, where our Registered Office is located, each with wide circulation. In case of any extension, the extended Bid/Issue Closing Date shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the websites of the BRLM and at the terminals of the Syndicate Member, as required under the SEBI ICDR Regulations and also intimate to SCSBs, the Sponsor Bank, and Registered Brokers, RTA and CDPs.</p> <p>Our Company (acting through its IPO Committee) in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one (1) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.</p>
Bid/Issue Opening Date	Except in relation to the Bids received from the Anchor Investors, the date after which the Designated Intermediaries will accept any Bids, being which shall be notified in all edition of the English national newspaper Business Standard, all edition of the Hindi national newspaper Business Standard] and regional edition of the Hindi newspaper being Regional newspaper Gurgaon Mail, Hindi being the regional language of Gurugram, Haryana, where our Registered Office is located, each with wide circulation. In case of any extension, the extended Bid/Issue Closing Date shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the



<b>Term</b>	<b>Description</b>
	websites of the BRLM and at the terminals of the Syndicate Member, as required under the SEBI ICDR Regulations and also intimate to SCSBs, the Sponsor Bank, and Registered Brokers, RTA and CDPs.
	Our Company (acting through its IPO Committee) in consultation with the BRLM, may consider opening the Bid/Issue Period for QIBs one (1) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
Bid/Issue Period	Except in relation to Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which the Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations.
	Our Company (acting through its IPO Committee) in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs one (1) Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied includes an ASBA Bidder and an Anchor Investor.
Bidding Centers	The centers at which the Designated Intermediaries shall accept the Bid cum Application Forms i.e., Designated Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	The book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
Book Running Lead Manager / BRLM	The book running lead manager to the Issue, being Pantomath Capital Advisors Private Limited, SEBI registered Category – I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges, where Bidders can submit the ASBA Forms to a Registered Broker.
	The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the respective Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ) and are updated from time to time.
CAN or Confirmation of Allocation Note	A notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted.
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into between our Company, the Registrar to the Issue, the BRLM, the Syndicate Member, the Banker(s) to the Issue, inter alia, for the appointment of the Sponsor Banks in accordance with the UPI Circular, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Circulars of Streamlining of Public Issues/UPI Circulars	Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022,



<b>Term</b>	<b>Description</b>
	SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent applicable) NSE's circular bearing reference number 25/ 2022 dated August 3, 2022 and BSE's circular bearing reference number 20220803-40 dated August 3, 2022 and SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and any subsequent circulars or notifications issued by SEBI in this regard. any subsequent circulars or notifications issued by SEBI or Stock Exchange in this regard.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant(s)/ CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a>
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches	Such branches of SCSBs which coordinate Bids under the Issue with the BRLM, the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> .
Cut-off Price	The Issue Price that will be finalised by our Company (acting through its IPO Committee) in consultation with the BRLM, which shall be any price within the Price Band.  Only Retail Individual Bidders (subject to the Bid Amount being up to ₹200,000) are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation, bank account details and UPI ID wherever applicable.
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges. ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ).
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIBs using UPI mechanism instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, after the Prospectus is filed with the RoC.
Designated Intermediary(ies)	The Members of the Syndicate, sub-syndicate or agents, SCSBs (other than RIBs using the UPI mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the Bidders, in relation to the Issue.
Designated RTA Locations	Such locations of the RTAs where Bidders, except Anchor Investors can submit the ASBA Forms to RTAs.  The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ), as updated from time to time.

<b>Term</b>	<b>Description</b>
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)
DP ID	Depository Participant’s identity number.
Draft Red Herring Prospectus / DRHP	The Draft Red Herring Prospectus dated August 29, 2023 issued and prepared in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which Equity Shares will be allotted and the size of the Issue, including any addenda of corrigenda thereto.
Eligible FPI(s)	FPIs that are eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices.
Eligible NRI(s)	NRI eligible to invest under Schedule III and Schedule IV of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares.
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Escrow Account(s)	The ‘no-lien’ and ‘no-interest bearing’ account(s) opened for the Issue with the Escrow Collection Bank and in whose favour the Anchor Investors may issue or transfer money through direct credit/NACH/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being ICICI Bank Limited.
First Bidder/Sole Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of a joint Bid and whose name shall also appear as the first holder of the beneficiary account held in joint names or any revisions thereof.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
Fresh Issue	The fresh issue an issuance of up to 45,00,000* Equity Shares of face value of ₹ 02 each fully paid (the ‘Equity Shares’) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs by our Company. <i>*Subject of finalisation of Basis of Allotment</i>
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the circular no. SEBI / HO / CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, as amended by SEBI from time to time and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchange and the BRLM.
Gross Proceeds	The Issue proceeds from the Fresh Issue.
Holding Company	M.G Metalloy Private Limited
ISIN	International Securities Identification Number. In this case being INE0PUC01020
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of up to 45,00,000* Equity Shares of face value of ₹ 02 each fully paid (the ‘Equity Shares’) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs by our company. <i>*Subject to finalization of Basis of Allotment</i>

<b>Term</b>	<b>Description</b>
Issue Agreement	The agreement dated August 29, 2023 between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The final price within the Price Band at which the Equity Shares will be Allotted to successful Bidders (other than Anchor Investor) in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company (acting through its IPO Committee) in consultation with the Book Running Lead Manager on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus. Unless otherwise stated or the context otherwise implies, the term Issue Price refers to the Issue Price applicable to investors other than Anchor Investors.
Issue Proceeds	The proceeds of the Fresh Issue which shall be available to our Company.
Key Managerial Personnel/ KMP	Key managerial personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 as disclosed in “ <i>Our Management</i> ” on page 134 of this Red Herring Prospectus
KPI	Key Performance Indicators.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Designated Stock Exchange.
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	R. K. Stock Holding Private Limited
Market Maker Reservation Portion	The reserved portion of 2,30,000* Equity Shares of face value of ₹ 02 each fully paid (the ‘Equity Shares’) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this issue. <i>*Subject to finalization of Basis of Allotment</i>
Market Making Agreement	The Market Making Agreement dated October 12, 2023 between our Company, Book Running Lead Manager and Market Maker
Maximum RIB Allottees	The maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids received at or above the Issue Price.
Mobile Applications	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
National Stock Exchange of India Limited or NSE Emerge	Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 42,70,000* Equity Shares of face value of ₹ 02 each fully paid (the ‘Equity Shares’) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs. <i>*Subject to finalization of Basis of Allotment</i>
Net Proceeds	Proceeds of the Fresh Issue less our Company’s share of Issue related expenses. For further information about the Issue related expenses, see “ <i>Objects of the Issue</i> ” on page 75 of this Red Herring Prospectus.
Net QIB Portion	The QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.

<b>Term</b>	<b>Description</b>
Non-Institutional Bidders / Non-Institutional Investors/ NIIs /NIBs	All Bidders including category III FPI's that are not QIBs (including Anchor Investor) or Retail Individual Bidders, bidding in the QIB Portion or Retail Portion, if any respectively and who have Bid for the Equity Shares for an amount more than ₹200,000 (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of 6,50,000* Equity Shares, which shall be available for allocation to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price, subject to the following and in accordance with the SEBI ICDR Regulations, out of which: <ul style="list-style-type: none"> <li>i. one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.2 million and up to ₹ 1.0 million; and</li> <li>ii. two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1.0 million.</li> </ul> Provided that the unsubscribed portion in either of the sub-categories specified in (i) and (ii) above may be allocated to applicants in the other sub-category of Non-Institutional Bidders. *Subject to finalization of Basis of Allotment
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
Non-Resident/ NR	A person resident outside India, as defined under FEMA and includes a non-resident Indian, FPIs and FVCIs.
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of fund	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Pre-Issue Advertisement	The pre-Issue advertisement to be published by our Company under Regulation 264 of the SEBI ICDR Regulations and Section 30 of the Companies Act, 2013 after filing of the Red Herring Prospectus with the RoC, in all edition of the English national newspaper Business Standard, all edition of the Hindi national newspaper Business Standard and regional edition of the Hindi newspaper being Regional newspaper Gurgaon Mail, Hindi being the regional language of Gurugram, Haryana, where our Registered Office is located, each with wide circulation, respectively.
Price Band	Price Band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price), including any revisions thereof. The Price Band and minimum Bid Lot for the Issue will be decided by our Company (acting through its IPO Committee) in consultation with the BRLM and will be advertised, at least two (2) Working Days prior to the Bid/Issue Opening Date, in all edition of the English national newspaper Business Standard, all edition of the Hindi national newspaper Business Standard and

<b>Term</b>	<b>Description</b>
	regional edition of the Hindi newspaper being Regional newspaper Gurgaon Mail, Hindi being the regional language of Gurugram, Haryana, where our Registered Office is located, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchange for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company (acting through its IPO Committee) in consultation with BRLM will finalised the Issue Price.
Promoters' Contribution	In terms of Regulations 236 and 238 of the SEBI ICDR Regulations, an aggregate of 20% of the post-Issue Equity Share capital of our Company held by our Promoter which shall be considered as Promoters' contribution and locked in for a period of three years from the date of allotment.
Holding Company	M.G Metalloy Private Limited
Prospectus	The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 and 32 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, inter alia, the Issue Price that is determined through the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	The 'no-lien' and 'no-interest bearing' account to be opened under Section 40(3) of the Companies Act, 2013, with the Public Issue Account Bank to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date.
Public Issue Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Issue Account for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts will be opened, in this case being ICICI Bank Limited.
Qualified Institutional Buyers/QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Issue.
QIB Bid/ Issue Closing Date	In the event our Company, in consultation with the BRLM, decide to close Bidding by QIBs one day prior to the Bid/Issue Closing Date, the date one day prior to the Bid/Issue Closing Date; otherwise it shall be the same as the Bid/Issue Closing Date.
QIB Portion/QIB category	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of 21,20,000* Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Offer Price (for Anchor Investors). <i>*Subject to finalization of Basis of Allotment</i>
Red Herring Prospectus/RHP	The Red Herring Prospectus to be issued in accordance with section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, and includes any addenda and corrigenda thereto.  The Red Herring Prospectus will be filed with the RoC at least three (3) Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account(s)	The 'no-lien' and 'no-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited.
Refunds through electronic transfer of funds	Refunds through NACH, Direct Credit, RTGS or NEFT, as applicable.

<b>Term</b>	<b>Description</b>
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the Stock Exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars issued by SEBI.
Registrar Agreement	The registrar agreement dated August 29, 2023 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents/RTAs	The registrar and the share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI as per the list available on the websites of <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> .
Registrar to the Issue /Registrar	Skyline Financial Services Private Limited
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Resident Indian	A person resident in India, as defined under FEMA.
Retail Bidders(s)/Retail Investor(s)/ RII(s)/RIB(s)	Resident Individual Bidders submitting Bids, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta) and Eligible NRIs.
Retail Portion	The portion of the Issue being not less than 35% of the Issue comprising of 15,00,000* Equity Shares which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis. <i>*Subject to finalization of Basis of Allotment</i>
Revision Form	The form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can withdraw or revise their Bids until Bid/ Issue Closing Date.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.

<b>Term</b>	<b>Description</b>
Self-Certified Syndicate Banks or SCSBs	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.
SME Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=ys">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=ys</a> and updated from time to time.
Sponsor Bank	ICICI Bank Limited, being a Banker to the Issue registered with SEBI, appointed by our Company to act as a conduit between the Stock Exchange and NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs using the UPI.
Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”)
Subsidiary or Our Subsidiary or UAE Subsidiary	The Wholly Owned Subsidiary of our Company, namely, SAR Televenture FZE (Formerly known as Shoora International –FZE) registered in Ajman Free Zone, Ajman on November 03, 2016 as Free Zone Establishment with Limited Liability under the Commercial License No 19849 issued by Ajman Free Zone Authority, Government of Ajman.
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Syndicate/ Syndicate Members / Members of the Syndicate	Intermediaries registered with SEBI who are permitted to accept bids, applications and place orders with respect to the Issue, and to carry out activities as an underwriter, in this case, Pentagon Stock Brokers Private Limited .
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement dated October 12, 2023, entered into between the BRLM, the Syndicate Members, our Company and Registrar to the Issue in relation to the collection of the ASBA Forms by the Syndicate Members.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011,
TRS/Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid.
Underwriter	Being Pantomath Capital Advisors Private Limited.
Underwriting Agreement	The agreement dated October 17, 2023 entered into among the Underwriter and our Company on or after the Pricing Date but prior to the filing of the Prospectus with the RoC.
UPI	Unified Payment Interface.
Unified Payment Interface or UPI	Unified Payment Interface is an instant payment system developed by National Payments Corporation of India, which enables merging several banking features, seamless fund routing and merchant payments into one hood. It allows instant transfer of money between any two persons’ bank accounts using a payment address which uniquely identifies a persons’ bank account.
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion and (ii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 issued by SEBI,



<b>Term</b>	<b>Description</b>
	all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized Stock Exchange (whose name is mentioned on the website of the Stock Exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the Stock Exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the Stock Exchange as eligible for such activity).
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	Process for applications by RIBs submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI ID Linked bank account	Account of the RIIs, bidder in the Issue using the UPI mechanism, which will be blocked upon acceptance of UPI Mandate request by RIIs to the extent of the appropriate bidding Amount and subsequent debit of funds in case of Allotment.
UPI Investors	Collectively, individual investors applying as (i) Retail Individual Investors in the Retail Portion and (ii) Non-Institutional Applicant with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and application under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agent.  Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an Issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter	A Company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose directors or promoter are categorized as such.
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges. "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

#### **Conventional and General Terms and Abbreviations**

<b>Term</b>	<b>Description</b>
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees

<b>Term</b>	<b>Description</b>
A.Y./AY	Assessment Year
A/C	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
AS/Accounting Standard	Accounting Standards issued by the Institute of Chartered Accountants of India
Associate	A person who is an associate of the issuer and as defined under the Companies Act, 2013
Authorized Dealers	Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
CAGR	Compound Annual Growth Rate, which is computed by dividing the value of an investment at the year-end by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result: $((\text{End Value}/\text{Start Value})^{1/\text{Periods}}) - 1$
CARO	Companies (Auditor's Report) Order, 2016
Category I AIF	AIFs which are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs which are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs which are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulation
Category I FPI(s)	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II FPI(s)	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III FPIs	FPIs who are registered as Category III FPIs under the SEBI FPI Regulations, and shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
Civil Code or CPC	The Code of Civil Procedure, 1908
CIT	Commissioner of Income Tax
CLRA	Contract Labour (Regulation and Abolition) Act, 1970
Companies Act	Companies Act, 1956 and / or the Companies Act, 2013 as applicable
Companies Act, 1956	Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Companies Act, 2013	Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020.
CSR	Corporate social responsibility
Depository(ies)	NSDL and CDSL, both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
Demat	Dematerialised
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI.

<b>Term</b>	<b>Description</b>
DP ID	Depository Participant's Identity Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Term Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion)
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
EGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	Employees' State Insurance Act, 1948
Euro/EUR	Euro, the official single currency of the participating member states of the European Economic and Monetary Union of the Treaty establishing the European Community
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rules	The Foreign Exchange Management (Non-debt Instrument) Rules, 2019 duly amended
Financial Year/Fiscal/Fiscal year/FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	The Government of India
GST	Goods and services tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ICDS	Income Computation and Disclosure Standards
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act/IT Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPC	India Penal Code, 1860
IPR	Intellectual Property Rights
IPO	Initial public offering
IRDAI	Statutory body constituted under the Insurance Regulatory and Development Authority Act, 1999
IRR	Internal rate of return
IST	Indian Standard Time
Insolvency Code	Insolvency and Bankruptcy Code, 2016
ISIN	International Securities Identification Number
IT	Information Technology
kVA	Kilovolt-ampere
Lacs	Lakhs
MCA	The Ministry of Corporate Affairs, GoI

<b>Term</b>	<b>Description</b>
Mn/mn	Million
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
N.A. or NA	Not Applicable
NACH	National Automated Clearing House, a consolidated system of ECS.
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NRO account	Non-resident ordinary account
NSDL	National Securities Depository Limited
OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
OFAC	Office of Foreign Assets and Control
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
PIO	Person of India Origin
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
RTI	Right to Information, in terms of the Right to Information Act, 2005
Rule 144A	Rule 144A under the Securities Act
SCORES	Securities and Exchange Board of India Complaints Redress System
SCRA	Securities Contract (Regulation) Act, 1956 as amended from time to time.
SCRR	The Securities Contracts (Regulation) Rules, 1957 as amended from time to time
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act as amended from time to time
SEBI Act	The Securities and Exchange Board of India Act, 1992 as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 as amended from time to time
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended from time to time
SEBI Ind AS Transition Circular	SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time
Securities Act	The United States Securities Act of 1933

<b>Term</b>	<b>Description</b>
STT	Securities Transaction Tax
State Government	The government of a state in India
Trademarks Act	Trademarks Act, 1999
TDS	Tax deducted at source
U.K.	United Kingdom of Great Britain and Northern Ireland
US\$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America.
USA/ U.S./ US	United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
WACA	Weighted Average Cost of Acquisition
w.e.f.	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending March 31

### Key Performance Indicators\*\*

<b>Key Performance Indicator</b>	<b>Description</b>
Basic Earnings Per Share (EPS)	Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI
Diluted Earnings Per Share (EPS)	Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of dilutive equity shares outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI
EBITDA	Earnings before interest, taxes, depreciation, amortisation and exceptional items. EBITDA excludes other income. EBITDA provides information regarding operational profitability and efficiency of our Company.
EBITDA margin	EBITDA during a given period as a percentage of revenue from operations during that period. This metric helps in benchmarking the operating profitability against the historical performance of our Company.
Net Assets Value per Share	Net Asset Value (Net Worth), as restated, at the end of the period or year/ Number of equity shares outstanding at the end of the year/ period
Net worth	Calculated as total of share capital and other equity. It provides information on the book value of the owners' equity in the business.
Profit after tax for the period	The amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
Revenue from operations	Revenue from operations include revenue from sales of service
Return on Net Worth (RoNW)	Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Net Worth (total shareholders' equity) for the year. This provides us information on efficiency of our capital deployment and utilisation.

\* As approved by resolution of Audit Committee of our Board dated October 23, 2023.

#As certified by M/s Dharit Mehta & Co., Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated October 23, 2023.

### Industry Related Terms and Abbreviations

<b>Term</b>	<b>Description</b>
Active infrastructure or active equipment	includes base transceiver station equipment, associated antennae, backhaul connectivity to an operator's network and other requisite equipment and

<b>Term</b>	<b>Description</b>
	associated electrical works required to provide telecommunications services by such operator at a tower site
ARPU	Average revenue per user
Average Sharing Factor	Average of the opening and closing number of co-locations divided by the average of the opening and closing number of towers for the relevant period
A-category telecommunication Circles	Telecommunication circles in the State of Andhra Pradesh, State of Gujarat and Union Territory of Daman and Diu, Silvassa (Dadra & Nagar Haveli), State of Karnataka, State of Maharashtra and Union Territory of Goa, excluding areas covered by Mumbai Metro Service Area, State of Tamil Nadu and Union Territory of Pondicherry including Local Areas served by Chennai Telephones, Maraimalai Nagar Export Promotion Zone, Minzur and Mahabalipuram Exchanges
B-category telecommunication Circles	Telecommunication circles in the Union Territory of Andaman & Nicobar Islands, State of West Bengal and the State of Sikkim excluding the areas covered by Kolkata Metro Service Area, the State of Haryana except Panchkula town and the local areas served by Faridabad and Gurgaon Telephone exchanges, State of Kerala and Union Territory of Lakshadweep and Minicoy, re-organised State of Madhya Pradesh as well as the newly created State of Chhattisgarh pursuant to the Madhya Pradesh Reorganisation Act, 2000 (No:28 of 2000) dated August 25, 2000, State of Punjab and Union territory of Chandigarh and Panchkula Town of Haryana, State of Rajasthan, Western Uttar Pradesh with the following as its boundary districts towards Eastern Uttar Pradesh: Pilibhit, Bareilly, Badaun, Etah, Mainpuri and Etawah. It excludes the local telephone area of Ghaziabad and Noida. However, it includes the newly created State of Uttaranchal pursuant to the Uttar Pradesh Reorganisation Act, 2000 (No.29 of 2000) dated 25th August, 2000 and Eastern Uttar Pradesh with the following as its boundary districts towards Western Uttar Pradesh Shahjahanpur, Farrukhabad, Kanpur and Jalaun
C-category telecommunication Circles	Telecommunication circles in the State of Assam, re-organised State of Bihar and newly created State of Jharkhand pursuant to the Bihar Reorganisation Act, 2000 (No.30 of 2000) dated August 25, 2000, State of Himachal Pradesh, State of Jammu & Kashmir including the autonomous council of Ladakh, States of Arunachal Pradesh, Meghalaya, Mizoram, Nagaland, Manipur and Tripura and State of Orissa
BSC	Base Station Controller
BTS	Base Transceiver Station
CAPEX	Capital expenditure
Circle(s)	22 service areas that the Indian telecommunications market has been segregated into
COP	Conference of Parties
Co-location	Number of sharing operators at a tower, and where there is a single operator at a tower, "co-location" refers to that single operator
DG	Diesel Generator
DISCOM	Distribution company
DoT	Department of Telecommunication
EB	Electricity Board
EEZ	Exclusive Economic Zone
EoDB	Ease of doing business
FDI	Foreign direct investment
GBT	Ground based tower
GSM	Global System for Mobile Communication
GSMA	Group Special Mobile Association
GW	Gigawatt, a unit of power
ICNIRP	International Commission on Non-ionising Radiation Protection
IMT	International Mobile Telecommunications
ICT	Information and Communication Technology
IP-I	Infrastructure Provider Category-I

<b>Term</b>	<b>Description</b>
IP-I registrations	It is the authorization to become an Infrastructure provider that provide level 1 telecommunication resources to Industries.
IPS	Internet Service Provider
Kms	Kilometers
KW	Kilo Watt
Li-ion battery	lithium-ion battery
LCO	Local Cable Operator
Metro telecommunication circles	Telecommunication circles in: (i) local areas served by Delhi, Ghaziabad, Faridabad, Noida and Gurgaon Telephone Exchanges; (ii) local areas served by Calcutta Telephones; and (iii) local areas served by Mumbai, New Mumbai and Kalyan Telephone Exchanges
Mb	Megabyte
Mbps	Megabits per second
MeitY	Ministry of Electronics and Information Technology
MIB	Ministry of Information and Broadcasting
MILLIONP	Mobile Number Portability
MILLIONVO	Mobile Virtual Network Operators
MW	Mega Watt
NITI Aayog	National Institution for Transforming India
NOC	No objection certificate
ODSC	Out Door Small Cell
OFC	Optical Fibre Cable
OHD	Open House Discussion
OPEX	Operational Expenditure
RoW portal	Right of way portal
R&D	Research and Development
RESC	Renewable Energy Service Companies
RTT	Roof Top Tower
PoP	Point of Presence
SACFA	Standing Advisory Committee on Frequency Allocation
SIM	Subscriber Identity Module
SMPS	Switched-mode power supply
Sharing Operator	A party granted access to a tower and who has installed active infrastructure at the tower
Semicon	Semiconductors
TDSAT	Telecom Disputes Settlement Appellate Tribunal
TOC	Tower operations centre
Tower or Tower and related infrastructure	Infrastructure located at a site which is permitted by applicable law to be shared, including, but not limited to, the tower, shelter, diesel generator sets and other alternate energy sources, battery banks, air conditioners and electrical works
Teleco	Telephone company
Teledensity	It is often used to compare the level of access to voice and data communications services between metropolitan and rural areas, or between one country and another
TIG	Technology Innovation Group
TRAI	Telecom Regulatory Authority of India, constituted under the Telecom Regulatory Authority of India Act, 1997
TSP	Telecom Service Provider
UNFCCC	United Nations Framework Convention on Climate Change
vis-à-vis	in relation to someone or something

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the SEBI Act, the SCRA, SEBI ICDR Regulations the Depositories Act and the rules and regulations made thereunder.



Notwithstanding the foregoing, terms in chapters titled “*Main Provisions of the Articles of Association*”, “*Statement of Tax Benefits*”, “*Industry Overview*”, “*Regulations and Policies in India*”, “*Financial Information*” “*Outstanding Litigations and Material Developments*” and “*Issue Procedure*” will have the meaning ascribed to such terms in these respective sections.

## **CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION**

### **Certain Conventions**

All references in this Red Herring Prospectus to “India” are to Republic of India and its territories and possessions and references herein to “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable. All references to “U.S.”, “US”, “U.S.A.” or “United States” are to the United States of America and its territories and possessions and all references to “U.K.”, or “United Kingdom” are to the United Kingdom of Great Britain and Northern Ireland, respectively.

Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus.

### **Time**

All references to time in this Red Herring Prospectus are to Indian Standard Time (“IST”). Unless stated otherwise, or the context requires otherwise, all references to a “year” in this Red Herring Prospectus are to a calendar year.

### **Financial Data**

Unless stated otherwise or the context otherwise requires, the financial data in this Red Herring Prospectus is derived from the Restated Consolidated Financial Information. The Restated Consolidated Financial Information of our Company which comprises of the Restated Statement of Assets and Liabilities for three months ended June 30, 203 and for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021, the restated statement of profit and loss, the restated, statement of changes in equity and the restated statement of cash flows for three months ended June 30, 203 and for the Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021 and the significant accounting policies and other explanatory information annexed thereto which have been prepared in accordance with the requirements of: (i) Section 26 of Part 1 of Chapter III of Companies Act, 2013; (ii) the SEBI ICDR Regulations; (iii) the Guidance Note on Reports in Company Prospectus (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time. For further information, please refer to chapter titled “*Financial Information*” on page 156 of this Red Herring Prospectus.

There are significant differences between Indian GAAP, IFRS, Ind AS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Consolidated Financial Information prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Information*” on page 156 of this Red Herring Prospectus.

Our Company’s financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Red Herring Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals (including percentages) have been rounded off up to Second decimals and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off. However, where any figures may have been sourced from third-party industry sources, such figures may be

rounded-off to such number of decimal points as provided in such respective sources. In this Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 33, 107 and 161, respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information.

### **Industry and Market Data**

Unless stated otherwise, Industry and Market data and various forecasts used throughout this Red Herring Prospectus have been obtained from publicly available information, Industry Sources, Industry publications and Government Publications.

Industry Sources, Industry Publications and Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable, but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Red Herring Prospectus is reliable, it has not been independently verified by the Book Running Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “*Risk Factors*” on page 33 of this Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

In accordance with the SEBI ICDR Regulations, “Basis for Issue Price” on page 89 includes information relating to our peer companies. Such information has been derived from publicly available sources, and neither we, nor the Book Running Lead Manager or any of their affiliates have independently verified such information. Accordingly, no investment decision should be made solely on the basis of such information.

Further, the extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 33 of this Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

### **Currency of Presentation**

In this Red Herring Prospectus, references to “Rupees” or “Rs.” or “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America. All references to EUR’ or ‘€’ are to Euro, the official currency of the European Union.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million’ and ‘billion / bn./ Billions’ means ‘one hundred crores’.

### **Exchange Rates**

This Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

<b>Currency</b>	<b>Exchange Rate as on June 30, 2023</b>	<b>Exchange Rate as on March 31, 2023</b>	<b>Exchange Rate as on March 31, 2022</b>	<b>Exchange Rate as on March 31, 2021</b>
1 U.S.\$	82.04	82.21	75.80	73.50
1 GBP	103.51	101.87	99.55	100.95

Source: [www.fbil.org.in](http://www.fbil.org.in)

Note: If the FBIL reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.

## FORWARD LOOKING STATEMENTS

This Red Herring Prospectus contains certain “forward-looking statements”. These forward looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following: -

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Failure to successfully upgrade our services portfolio, from time to time;
3. Any change in government policies resulting in increases in taxes payable by us;
4. Our ability to retain our key managements persons and other employees;
5. Changes in laws and regulations that apply to the industries in which we operate.
6. Our failure to keep pace with rapid changes in technology;
7. Our ability to grow our business;
8. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
9. General economic, political and other risks that are out of our control;
10. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
11. Company’s ability to successfully implement its growth strategy and expansion plans;
12. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
13. Inability to successfully obtain registrations in a timely manner or at all;
14. Occurrence of any Uninsured Losses;
15. Conflicts of interest with affiliated companies, the promoter group and other related parties;
16. Any adverse outcome in the legal proceedings in which we are involved; and
17. The performance of the financial markets in India and globally.
18. Impact of COVID-19 on our business and operations.

For a further discussion of factors that could cause our actual results to differ, refer to section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 33 and 161 respectively of this Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Red Herring Prospectus. Neither we, our Directors, Book Running Lead Manager, Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company in respect of statements/ disclosures made by them in this Red Herring Prospectus with respect to themselves and the Equity Shares offered by them in the Issue shall, severally and not jointly, ensure that investors in India are informed of material developments from the date of this Red Herring Prospectus until the date of Allotment.

Forward-looking statements reflect current views as on the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our

Directors, the promoter, the BRLM nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

## SUMMARY OF OFFER DOCUMENT

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections entitled “Risk Factors”, “Industry Overview”, “Outstanding Litigation and Other Material Developments”, “Our Promoter and Promoter Group”, “Financial Information” “Objects of the Issue”, “Our Business”, “Issue Procedure” and “Description of Equity Shares and Terms of Articles of Association” on page 33, 99, 172, 149, 156, 77, 107, 206 and 229 respectively.

### Summary of Business

Our Company was set up with an object to provide telecommunication solutions to Telecom Network Operators. The Company is engaged in installation and commissioning of 4G and 5G Towers, Optical Fibre Cable (“OFC”) Systems and dealing in network equipments.

Our Company is ISO - 9001:2015 Certified Company. Our Company is registered as Infrastructure Provider Category-I (IP-I) with Department of Telecommunication (DOT) which permits us to lease out own build sites i.e. GBT/RTT/Pole sites and Out Door Small Cell (ODSC) and establish and maintain assets such as Dark Fibres, Right of Way, Duct Space and Tower for the purpose to grant on lease or rent or sale basis to the licensees of Telecom Services. We also provided support services such as includes project management for laying of the duct and optic fibre cables, construction of basic transmission and telecom utilities, dark fiber leasing, optical fiber network construction, maintenance of duct and optic fibre and optical fibre project turnkey services to various, Telecom Network Operators & Broad Band Service Operators and ISPs across Maharashtra. Our Company has already installed and commissioned 125, 108 and 140 number of towers in the year 2020-21, 2021-22 and 2022-23 respectively.

For further details, please refer to chapter titled “Our Business” on page 107 of this Red Herring Prospectus.

### Summary of Industry

The Telecommunications industry is divided into following subsectors: Infrastructure, Equipment, Mobile Virtual Network Operators (MILLIONVO), White Space Spectrum, 5G, Telephone service providers and Broadband.

As per GSMA, India is on its way to becoming the second-largest smartphone market globally by 2025 with around 1 Billion installed devices and is expected to have 920 Million unique mobile subscribers by 2025 which will include 88 Million 5G connections. It is also estimated that 5G technology will contribute approximately \$450 Billion to the Indian Economy in the period of 2023-2040.

India added over 500 Million new smartphone users over the last decade. We are expected to have 850 Million smartphone users by 2026, representing 55% of the total population.

For further details, please refer to the chapter titled “Industry Overview” on page 99 of this Red Herring Prospectus. The Industry report is available for review on our website [www.sartelevventure.com](http://www.sartelevventure.com)

### Promoter

M.G Metalloy Private Limited is the Promoter of our Company. For further details, please see chapter titled “Our Promoter and Promoter Group” beginning on page 149 of this Red Herring Prospectus.

### Issue details

<b>Fresh Issue</b>	Up to 45,00,000* Equity Shares of face value of ₹ 02 each fully paid (the ‘Equity Shares’) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs.
<b>Market Maker Reservation Portion</b>	Up to 2,30,000* Equity Shares of face value of ₹ 02 each fully paid (the ‘Equity Shares’) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs.
<b>Net Issue</b>	Up to 42,70,000* Equity Shares of face value of ₹ 02 each fully paid (the ‘Equity Shares’) for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs.



\*Subject to finalisation of Basis of Allotment

For further details, please see chapter titled “Issue Structure” and “The Issue” beginning on page 202 and 54 of this Red Herring Prospectus.

### Objects of the Issue

The Net Proceeds are proposed to be used in the manner set out in the following table:

		(₹ in lakhs)
Sr. No.	Particulars	Estimated amount
1.	Installation of 5G/4G towers (hereinafter referred to as the “ <b>Project</b> ”);	1,239.00
2.	Full or part repayment and /or prepayment of certain outstanding secured borrowings (including foreclosure charges, if any) availed by our Company	78.90
3.	Funding the working capital requirements of our Company;	450.00
4.	General Corporate Purposes (GCP) <sup>(1)</sup>	[●]

<sup>(1)</sup>To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

For further details, please see chapter titled “Objects of the Issue” beginning on page 77 of this Red Herring Prospectus.

### Pre- Issue Shareholding of our Promoter and Promoter Group as on date of this Red Herring Prospectus.

Name of the Shareholders	Number of Equity Shares	% of Pre-Issue Equity Share Capital
<b>Promoter</b>		
M.G Metalloy Private Limited	92,18,525	87.80%
<b>Promoter Group</b>		
Nil		
<b>Total</b>	<b>92,18,525</b>	<b>87.80%</b>

For further details, please see chapter titled “Capital Structure” on page 67 of this Red Herring Prospectus.

### Summary of Restated Consolidated Financial Information

Following are the details as per the Restated Consolidated Financial Information for three months ended June 30, 2023 and for the Financial Year ended on March 31, 2023, 2022 and 2021:

		(₹ in lakhs)			
Particulars	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021	
Share Capital	210.00	65.29	4.18	4.05	
Net Worth <sup>1</sup>	3,324.40	1,178.72	(7.74)	(11.57)	
Revenue from operations <sup>2</sup>	1,731.87	3,246.17	472.89	90.71	
Profit after Tax <sup>3</sup>	192.38	388.36	3.71	(2.71)	
Basic & Diluted Earnings Per Share (EPS) <sup>4</sup>	17.79	455.41	8.91	(8.54)	
Basic & Diluted Earnings Per Share after bonus/split) <sup>5</sup>	3.56	91.08	1.78	(1.71)	
Net Asset Value per equity share <sup>6</sup>	31.66	36.11	(3.71)	(5.71)	
Total borrowings <sup>7</sup>	752.18	839.01	337.09	136.87	

Note:

- 1) Net Worth has been defined as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as attributable to the owners of the holding company as on March 31, 2023. Net worth represents equity attributable to owners of the holding company and does not include amounts attributable to non-controlling interests.

- 2) *Revenue from operations: Sum of revenue from sale of products and other operating revenue as per the Restated Consolidated Financial Information*
- 3) *Profit After Tax: Profit after tax as per the Restated Consolidated Financial Information*
- 4) *Basic & Diluted Earnings Per Share (EPS) means Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 Earnings per share issued by ICAI*
- 5) *Basic & Diluted Earnings Per Share after bonus/split means Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of dilutive equity shares after split/bonus outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 Earnings per share issued by ICAI*
- 6) *Net assets value per share - Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.*
- 7) *Total Borrowing - aggregate value of Long term borrowing and short term borrowings.*

For further details, please refer the section titled “Financial Information” on page 156 of this Red Herring Prospectus.

### **Auditor Qualifications which have not been given effect to in the Restated Consolidated Financial Information**

The Restated Consolidated Financial Information does not contain any qualification.

### **Summary of Outstanding Litigation and Material Developments**

A summary of the outstanding litigation proceeding and other material developments involving our Company, Promoter, Directors, Subsidiary and Group Company is provided below:

(Amount in Rs.)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory of Regulatory Proceeding	Disciplinary actions by the actions by the SEBI or Stock Exchanges against our Promoters	Other Material Proceedings	Aggregate Amount Involved
By the Company*	NIL	NIL	NIL	NIL	NIL	NIL
Against the Company	NIL	NIL	NIL	NIL	NIL	NIL
By the Promoter	NIL	NIL	NIL	NIL	NIL	NIL
Against the Promoter**	NIL	5	NIL	NIL	NIL	Not ascertainable
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against the Directors	NIL	3	NIL	NIL	NIL	23,30,079
By Group Company		(As on date of this Red Herring Prospectus, the Issuer Company does not have any case by or against Group Company)				
Against Group Company						
By Subsidiary		(As on date of this Red Herring Prospectus, the Issuer Company does not have any case by or against Subsidiary.)				
Against Subsidiary						

\* Company has received notice u/s 139(9) of Income Tax Act, 1961 for assessment year 2022-23, and the defect has been rectified but the same is not reflecting on the portal.

\*\* The cases related to our Promoter have been resolved in favor of our Promoter, yet the display of pending requests on the portal has not been updated.

### **Risk Factors**

Top 10 Risk factors are as under:

1. *We depend on a limited number of customers for a significant portion of our revenue from operations. The loss of any of our major customer due to any adverse development or significant reduction in business from our major customer may adversely affect our business, financial condition, results of operations and future prospects.*

2. We have a limited operating history and may be subject to risks inherent in early stage companies, which may make it difficult to evaluate our business and prospects.
3. We have incurred significant losses since inception except last two fiscal. We expect our operating expenses to increase significantly in the foreseeable future, and we may not achieve profitability.
4. Our company is heavily dependent on factors affecting the wireless telecommunications industry in India, in particular the growth of their key customers.
5. Our Promoter and directors are party to certain tax proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.
6. We derive a significant portion of our revenue from operations from subsidiary. Loss of any of these customers could adversely affect our business, results of operations and financial condition.
7. A decrease in demand for tower infrastructure in India could materially and adversely affect our operating results.
8. If our wireless service provider customers consolidate or merge with each other to a significant degree, our growth, revenue and ability to generate positive cash flows could be adversely affected.
9. A shortage or non-availability or interrupted of essential utilities of electricity could affect our business operations and have an adverse effect on our business, results of operations and financial condition.
10. Third Party Passive Infrastructure sharing is a new concept in the Indian telecom industry and is to be successfully proven and thus achieving scalability could face problems.

Please see the chapter titled “Risk Factors” beginning on page 33 of this Red Herring Prospectus.

### Summary of Contingent Liabilities

As on date of this Red Herring Prospectus, our Company has no contingent liability. For further details, please refer “Note- 20 Provisions and Contingent liabilities” on page F-21 under the chapter titled “Restated Consolidated Financial Information” on page 154 of this Red Herring Prospectus.

### Summary of Related Party Transactions

Following are the details as per the Restated Consolidated Financial Information for three months ended June 30, 2023 and for the Financial Year ended on March 31, 2023, 2022 and 2021:

(₹ in Lakhs)

Transaction with	Nature of Transaction	Transaction during the year ended on				Closing Balance as on			
		30-06-2023	31-03-2023	31-03-2022	31-03-2021	30-06-2023	31-03-2023	31-03-2022	31-03-2021
<b>Key Management Personnel –</b>									
Atul Mathur	Loan Taken	45.39	85.00	Nil	15.00	0.27	85.00	Nil	15.00
	Loan Repaid	130.12	Nil	15.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	Nil	0.15	Nil	Nil	Nil	Nil
	Interest paid	Nil	Nil	Nil	0.15	Nil	Nil	Nil	Nil
	Salary Paid	2.78	11.00	Nil	Nil	Nil	2.78	Nil	Nil
Parveen Tandon	Loan Taken	117.66	45.21	1.00	16.00	0.24	4.91	Nil	16.00
	Loan Repaid	122.33	40.30	17.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	1.25	1.24	Nil	Nil	Nil	-0.05
	Interest Paid	Nil	Nil	1.20	1.29	Nil	Nil	Nil	Nil
	Salary Paid	2.78	11.00	Nil	Nil	Nil	2.78	Nil	Nil
Manan Garg	Loan Taken	61.00	25.00	Nil	Nil	61.00	Nil	Nil	Nil
	Loan Repaid	Nil	25.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Transaction with	Nature of Transaction	Transaction during the year ended on				Closing Balance as on			
		30-06-2023	31-03-2023	31-03-2022	31-03-2021	30-06-2023	31-03-2023	31-03-2022	31-03-2021
	Interest Paid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Deepak Chaudhary	Loan Taken	7.28	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Loan Repaid	7.28	Nil	Nil	1.50	Nil	Nil	Nil	Nil
	Salary Paid	Nil	11.00	Nil	Nil	Nil	Nil	Nil	Nil
M G Metalloys Private Limited	Loan Taken	830.00	940.00	Nil	Nil	160.00	140.00	Nil	Nil
	Loan Repaid	810.00	800.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	3.91	Nil	Nil	Nil	Nil	Nil	Nil
	Interest Paid	Nil	3.91	Nil	Nil	Nil	Nil	Nil	Nil
<b>Relative of Key Management Personnel -</b>									
Kalika Mathur	Loan Taken	Nil	Nil	Nil	10.00	Nil	Nil	10.00	10.00
	Loan Repaid	Nil	10.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	1.08	1.20	0.69	Nil	0.09	0.09	0.09
	Interest paid	0.09	1.08	1.20	0.61	Nil	Nil	Nil	Nil
	Consultancy Charges	0.09	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges paid	0.09	Nil	Nil	Nil	Nil	Nil	Nil	Nil
S C Tandon	Loan Taken	Nil	4.00	34.00	30.00	Nil	68.00	64.00	30.00
	Loan Repaid	68.00	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	0.70	8.29	5.55	1.56	Nil	0.70	0.65	0.23
	Interest paid	0.70	8.24	5.13	1.33	Nil	Nil	Nil	Nil
Shweta Chaudhary	Loan Taken	Nil	4.50	Nil	5.00	Nil	Nil	5.00	5.00
	Loan Repaid	Nil	9.50	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	0.52	0.60	0.02	Nil	0.02	0.05	0.02
	Interest paid	0.02	0.54	0.58	Nil	Nil	Nil	Nil	Nil
Shelly Mathur	Loan Taken	Nil	Nil	Nil	Nil	Nil	30.00	30.00	Nil
	Loan Repaid	30.00	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	0.30	3.65	1.32	Nil	Nil	0.30	0.30	Nil
	Interest paid	0.61	3.65	1.01	Nil	Nil	Nil	Nil	Nil
Veena Tandon	Loan Taken	Nil	3.00	10.00	Nil	Nil	13.00	10.00	Nil
	Loan Repaid	13.00	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	0.12	1.42	1.04	Nil	Nil	0.12	0.09	Nil
	Interest paid	0.25	1.39	0.95	Nil	Nil	Nil	Nil	Nil
Atul Mathur HUF	Loan Taken	Nil	8.00	Nil	Nil	Nil	Nil	Nil	Nil
	Loan Repaid	Nil	8.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	0.40	Nil	Nil	Nil	0.06	Nil	Nil
	Interest paid	0.06	0.34	Nil	Nil	Nil	Nil	Nil	Nil

Transaction with	Nature of Transaction	Transaction during the year ended on				Closing Balance as on			
		30-06-2023	31-03-2023	31-03-2022	31-03-2021	30-06-2023	31-03-2023	31-03-2022	31-03-2021
	Consultancy Charges	0.06	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges paid	0.06	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Parveen Tandon HUF	Loan Taken	Nil	2.00	10.00	Nil	Nil	Nil	6.00	Nil
	Loan Repaid	Nil	8.00	4.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	0.83	0.26	Nil	Nil	0.07	0.05	Nil
	Interest paid	0.07	0.82	0.21	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges	0.07	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges paid	0.07	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Shareholders/Owners</b>									
Mamta Gattani	Loan Taken	Nil	Nil	10.00	Nil	Nil	Nil	10.00	Nil
	Loan Repaid	Nil	10.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	0.18	0.16	Nil	Nil	Nil	0.06	Nil
	Interest paid	Nil	Nil	0.11	Nil	Nil	Nil	Nil	Nil
<b>Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives -</b>									
S A R Venture Private Limited	Loan Taken	49.01	512.02	482.93	48.40	Nil	30.83	127.80	60.87
	Loan Repaid	79.83	609.00	415.99	10.03	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest paid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

For further details please refer “Annexure 28A Related Party Transactions” on page F-24 under the chapter titled “Restated Consolidated Financial Information” on page 156 of this Red Herring Prospectus.

### Financials Arrangements

There are no financing arrangements whereby the Promoter, members of the Promoter Group, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Red Herring Prospectus.

### Weighted average price at which the Equity Shares were acquired by our Promoter in the last one year preceding the date of this Red Herring Prospectus -

The weighted average price at which the Equity Shares were acquired by our Promoter in the last one year preceding the date of this Red Herring Prospectus is as follows.

Name	Number of Equity Shares acquired	Weighted average price of Equity Shares acquired in the last one year*(in ₹)
M.G Metalloy Private Limited	92,18,525	27.00

\*As certified by M/s Dharit Mehta & Co., Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated October 23, 2023.

### Average Cost of Acquisition of Equity Shares for Promoter

The average cost of acquisition of Shares for the Promoter

Name	No. of shares held	Average Cost of Acquisition (in ₹)*
M.G Metalloy Private Limited	92,18,525	27.00

*\*As certified by M/s Dharit Mehta & Co., Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated October 23, 2023.*

**Weighted Average cost of acquisition of all shares transacted in last one year, eighteen months and three years preceding the date of this Red Herring Prospectus:**

Period	Weighted average cost of acquisition (in ₹)*	Issue Price is x' times the weighted average cost of acquisition*	Range of acquisition price: lowest price – highest price (in ₹)
Last one year preceding the date of this Red Herring Prospectus	26.79	[●]	60.00 to 135.00
Last eighteen months preceding the date of this Red Herring Prospectus	26.78	[●]	10.00 to 135.00
Last three years preceding the date of this Red Herring Prospectus	26.77	[●]	10.00 to 135.00

*\*As certified by M/s Dharit Mehta & Co., Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated October 23, 2023.*

#### **Pre-IPO Placement**

Our Company does not contemplate any issuance or Pre-IPO Placement of Equity Shares from the date of this Red Herring Prospectus until the listing of the Equity Shares.

#### **Issue of equity shares made in last one year for consideration other than cash**

Our Company has not issued any equity shares in last one year for consideration other than cash.

#### **Split or Consolidation of Equity Shares in the last one year**

Our Company vide ordinary resolution of Shareholders passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹02 each and incidental change in authorized equity share capital of the Company from 50,00,000 Equity Shares of ₹10 each, to 2,50,00,000 Equity Shares of ₹ 02 each.

#### **Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

Our Company has not sought for any exemptions from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

## SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below may not be exhaustive or the only ones relevant to us, the Equity Shares or the industry in which we operate. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. Furthermore, some events may be material collectively rather than individually. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and therefore, cannot be disclosed in such risk factors.*

*In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Industry Overview”, “Our Business”, “Key Industry Regulations and Policies”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Outstanding Litigation and Material Developments” on page 99, 107, 120,161 and 172 respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of our Company and our business and the terms of the Issue including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.*

*Unless the context requires otherwise, all financial information included herein is derived from our Restated Consolidated Financial Information included in “Financial Information” beginning on page 156.*

- 1. We depend on a limited number of customers for a significant portion of our revenue from operations. The loss of any of our major customer due to any adverse development or significant reduction in business from our major customer may adversely affect our business, financial condition, results of operations and future prospects.***

We derive revenue from the operations viz. Tower Installation, Fiber cable laying & installation, and Trading of network equipment. Our revenue from tower installation services, according to Restated Consolidated Financial Statements, for three months ended June 30, 2023 and for March 31, 2023, March 31, 2022 and March 31, 2021, is ₹ 154.56 lakhs, ₹642.99 lakhs, ₹472.89 lakhs and ₹90.71 lakhs respectively, aggregating to 8.92%, 19.81%, 100.00% and 100.00% of total our revenue from operations.

For tower installation service, we are dependent on the project sites order issued by Telecom Service Provider (TPS) of Bharti Airtel Limited. We have in the past derived a significant portion of our revenue from limited number of TPS and we may continue to derive a significant portion of our revenue from such TPS. The Bharti Airtel Limited contributed ₹ 154.56 lakhs, ₹ 617.6 lakhs ₹ 425.9 lakhs, and ₹ 90.71 lakhs for three months ended June 30, 2023 and for the fiscal 2023, 2022, 2021 respectively as per the Restated Consolidated Financial Information which constitute 100.00%, 96.05%, 90.06% and 100.00% of as percentage of revenue from tower installation services respectively.

Our clients are based out of limited region like West Bengal, Bihar, Uttar Pradesh East, Punjab, Himachal Pradesh etc. Exposure to projects in new geographies which may not be as profitable as our current contracts. This may have a have a material adverse effect on our business, results of operations and financial condition. The geographical wise our revenue from operation breakup for three months ended June 30, 2023 and for the Fiscal years 2023, 2022, 2021 as per the Restated Consolidated Financial Information as under:

*(₹ in lakhs)*

Name of state (For Domestic spread)	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Sales	% of Revenue from tower installation	Sales	% of Revenue from tower installation	Sales	% of Revenue from tower installation	Sales	% of Revenue from tower installation
West Bengal	74.20	48.01%	308.33	47.95%	207.02	43.78%	52.25	57.60%
Bihar	25.16	16.28%	102.05	15.87%	93.36	19.74%	15.96	17.60%
Uttar Pradesh East	17.36	11.23%	74.30	11.55%	46.68	9.87%	13.79	15.20%
Punjab	13.10	8.48%	54.99	8.55%	32.47	6.87%	8.71	9.60%
Himachal Pradesh	8.13	5.26%	34.65	5.39%	36.53	7.73%	-	0.00%
Andaman	5.89	3.81%	24.69	3.84%	18.27	3.86%	-	0.00%
Odisha	7.57	4.90%	31.20	4.85%	24.35	5.15%	-	0.00%
Jharkhand	2.36	1.53%	9.34	1.45%	10.15	2.15%	-	0.00%
Chandigarh	0.79	0.51%	3.45	0.54%	4.06	0.86%	-	0.00%
<b>Total</b>	<b>154.56</b>	<b>100.00%</b>	<b>642.99</b>	<b>100.00%</b>	<b>472.89</b>	<b>100.00%</b>	<b>90.71</b>	<b>100.00%</b>

As our business is currently concentrated to a select number of customers, any adverse development with such customer, including as a result of a dispute with or disqualification by such major customers, may result in us experiencing significant reduction in our cash flows and liquidity. If our customers are able to fulfil their requirements through any of our existing or new competitors, providing tower installation services with better quality and / or cheaper cost, we may lose significant portion of our business.

As our business is currently concentrated to a select number of customers like Bharti Airtel Limited & Vodafone Idea Ltd (VIL), any adverse development with such clients, including as a result of a dispute with or disqualification by such major clients, may result in us experiencing significant reduction in our cash flows and liquidity. If our clients are able to fulfil their requirements through any of our existing or new competitors, providing tower installation services with better quality and / or cheaper cost, we may lose significant portion of our business. Substantial portion of our business contracts are with municipal authorities. Thus, we derive a high proportion of our revenues from a small number of clients. The loss of significant clients, or projects from such clients for any reason, including as a result of disqualification or dispute, may have a material and adverse effect on our business and results of operations.

**2. We have a limited operating history and may be subject to risks inherent in early stage companies, which may make it difficult to evaluate our business and prospects.**

Although we were incorporated in 2019, we have a limited operating history upon which you can evaluate our business and prospects. You must consider our business and prospects in light of the risks and difficulties we face as an early stage company with a limited operating history and should not rely on our past results as an indication of our future performance. In particular, our management may have less experience in implementing our business plan and strategy compared to our more well-established competitors, including our strategy to increase our market share and build our brand name. In addition, we may face challenges in planning and forecasting accurately as a result of our limited historical data and inexperience in implementing and evaluating our business strategies. Our inability to successfully address these risks, difficulties and challenges as a result of our inexperience and limited operating history may have a negative impact on our ability to implement our strategic initiatives, which may have an adverse effect on our business, prospects, financial condition and results of operations.

**3. We have incurred significant losses since inception except last two fiscal. We expect our operating expenses to increase significantly in the foreseeable future, and we may not achieve profitability.**

We have incurred significant losses since inception except fiscal 2023 and 2022. Our profit after tax was ₹ 388.36 lakhs, ₹ 3.73 lakhs ₹(2.71) lakhs and ₹ (12.91) lakhs in the fiscal 2023, 2022, 2021 & 2020, respectively. We will need to generate and sustain increased revenue levels and decrease proportionate expenses in future periods to achieve profitability and even if we do, we may not be able to maintain or increase profitability. We anticipate that we may incur losses in the near term as a result of expected substantial increases in our operating expenses. We may not succeed in increasing our revenue sufficiently to offset these expenses. It may be possible that our efforts to generate revenue may prove to failure to adequately increase revenue or contain the related costs could



prevent us from attaining or increasing profitability. In the event of such loss in the future, our business operations, financial conditions and overall growth will be materially and adversely affected.

**4. Our company is heavily dependent on factors affecting the wireless telecommunications industry in India, in particular the growth of their key customers.**

Our business operations and performances are directly related to the performance of the Indian wireless telecommunications industry, and are therefore affected by factors that generally affect that industry. The wireless telecommunications industry is sensitive to factors such as consumer demand and wireless telecommunications service providers' debt levels, their ability to service their debt and other obligations and general economic conditions. In addition, the Indian telecommunications industry may face policy changes in response to recent industry developments, including the cancellation of 2G & 3G licences issued to certain wireless telecommunications service providers, and the highly leveraged financial condition of certain operators coupled with increasing competition and declining Average Rate Per user (ARPU).

Such adverse industry conditions and increased cost pressure on TSP may result in our company having to reduce rents or in co-location exits in excess of those permitted under the service agreement or as contemplated in their business plans, and any deterioration in the creditworthiness of our client could adversely affect their financial condition and growth prospects, which in turn could adversely affect our revenues and financial condition. In the event of a decrease or stagnation in demand for wireless telecommunications services in India, any developments that make the provision of tower infrastructure less economically beneficial, or our inability to collect payments due to from client, we may experience a material adverse effect on our business, prospects, results of operations, cash flows and financial condition.

**5. Our Promoter and directors are party to certain tax proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.**

Mentioned below are the details of the proceedings involving Promoter and directors, as on the date of this Red Herring Prospectus along with the amount involved, to the extent quantifiable.

Tax Proceedings/Matters involving our Promoter and Directors: -

(Amount in Rs.)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory of Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other Material Proceedings	Aggregate Amount Involved
By the Company*	NIL	NIL	NIL	NIL	NIL	NIL
Against the Company	NIL	NIL	NIL	NIL	NIL	NIL
By the Promoter	NIL	NIL	NIL	NIL	NIL	NIL
Against the Promoter**	NIL	5	NIL	NIL	NIL	Not ascertainable
By the Directors	NIL	NIL	NIL	NIL	NIL	NIL
Against the Directors	NIL	3	NIL	NIL	NIL	23,30,079
By Group Company		(As on date of this Red Herring Prospectus, the Issuer Company does not have any case by or against Group Company)				
Against Group Company						
By Subsidiary		(As on date of this Red Herring Prospectus, the Issuer Company does not have any case by or against Subsidiary.)				
Against Subsidiary						

\* Company has received notice u/s 139(9) of Income Tax Act, 1961 for assessment year 2022-23, and the defect has been rectified but the same is not reflecting on the portal.

\*\* The cases related to our Promoter have been resolved in favor of our Promoter, yet the display of pending requests on the portal has not been updated.

The amount has been mentioned to the extent ascertainable and quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date

of this Red Herring Prospectus. For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” on page 172 of this Red Herring Prospectus.

There can be no assurance that these tax matters/proceedings will be decided in favour of our Company and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page 172 of this Red Herring Prospectus.

**6. We derive a significant portion of our revenue from operations from subsidiary. Loss of any of these customers could adversely affect our business, results of operations and financial condition.**

We derive significant portion of our revenue from operations from our subsidiary. We have acquired the subsidiary in FY 2022-23. We derive revenue from the operations viz. Tower Installation, Fiber cable laying & installation, and Trading of network equipment. Out of the out total revenue from operations for Fiscal 2023, Fiber cable laying & installation and Trading of network equipment are generated from our subsidiary which constitutes ₹2,085.01 lakhs and ₹518.17 lakhs respectively, representing 64.23% and 15.96% aggregating 80.19% of total revenue from operations and for the three months period ended June 30, 2023 Fiber cable laying & installation and Trading of network equipment are generated from our subsidiary which constitutes ₹1,167.35 lakhs and ₹409.96 lakhs respectively, representing 67.40% and 23.67% aggregating 91.07% of total revenue from operations

The table set forth below provides the split of our revenue from operations from our company and from our subsidiary

*(except percentages, all figures are in ₹ lakhs)*

Services	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Sales	% of Revenue from operation	Sales	% of Revenue from operations	Sales	% of Revenue from operations	Sales	% of Revenue from operations
<b>Revenue earned by the Company</b>								
Tower Installation	154.56	8.92%	642.99	19.81%	472.89	100%	90.71	100.00%
<b>Revenue earned from the subsidiary of the Company</b>								
Fiber cable laying and installation	1,167.35.	67.40%	2,085.01	64.23%	-	-	-	-
Trading of network equipment	409.96	23.68%	518.17	15.96%				
<b>Total</b>	<b>1,731.87</b>	<b>100.00%</b>	<b>3,246.17</b>	<b>100.00%</b>	<b>472.89</b>	<b>100.00%</b>	<b>90.71</b>	<b>100.00%</b>

We rely and expect that we will continue to be reliant on our subsidiary for generation of revenue from operations. Any adverse developments in the subsidiary company, in particular in the country on its incorporation i.e. UAE, could have an impact on our business and revenue. Our international operations are exposed to additional risks including foreign exchange risk, changes in taxes and tax rates, compliance with a wide range of laws, regulations and practices, exposure to expropriation or other government actions; and political, economic and social instability. This may be adversely affected, which could result in the loss of business leading to an adverse effect on our results of operations and financial condition.

**7. A decrease in demand for tower infrastructure in India could materially and adversely affect our operating results.**

Our business is to build a tower which is given on lease to telecom operator to operate telecommunication Towers (particularly Roof-top towers), and providing access to these towers primarily to wireless telecommunications service providers. Factors adversely affecting the demand for tower space in India in general, and space on towers

operated by providers such as SAR Televenture Limited in particular, would adversely affect their operating results. Such factors could include:

- a decrease in consumer demand for wireless telecommunications services due to adverse general economic conditions or other factors;
- a deterioration in the financial condition of wireless telecommunications service providers generally due to declining tariffs, media convergence or other factors or their access to capital;
- mergers or consolidations among wireless telecommunications, resulting in reduced capital expenditure and a reduction in demand for new towers or additional space at existing sites;
- the ability and willingness of wireless telecommunications service providers to maintain or increase capital expenditures;
- a decrease in the overall growth rate of wireless telecommunications or of a particular segment of the wireless telecommunications sector;
- the development and implementation of new technologies that enhance the efficiency of telecommunications networks, including those that enhance spectral capacity and encourage the sharing of active infrastructure;
- adverse developments with respect to governmental licensing of spectrum and changes in telecommunications regulations;
- unstable infrastructure, including frequent power failures, which may affect operations;
- increased use of network sharing, roaming or resale arrangements by wireless service providers amongst themselves;
- delays or changes in the deployment of 5G or other telecommunications technologies;
- delays in regulatory changes that would permit tower infrastructure providers to use towers for other revenue-generating purposes;
- changing strategies of wireless service providers with respect to owning or sharing towers;
- adverse developments with regard to increase in stamp duty rates on lease agreements, zoning, environmental, health and other government regulations; and
- technological changes including alternatives to wireless communication such as video conferencing.

SAR Televenture Limited, proposed capital expenditure and strategic plans are based on the assumption that the TPS for wireless telecommunications services in India will grow and that Indian wireless telecommunications service providers will adopt the tower sharing model on a widespread basis. If the Indian wireless telecommunications services market does not grow or grows at a slower rate than we expect, or the behaviour of market players does not meet our current expectations, the demand for our services will be adversely affected, which would have a material adverse effect on our business, prospects, results of operations, cash flows and financial condition.

***8. If our wireless service provider customers consolidate or merge with each other to a significant degree, our growth, revenue and ability to generate positive cash flows could be adversely affected.***

Significant consolidation among our wireless service provider customers may result in reduced capital expenditures in the aggregate because the existing networks of many wireless carriers overlap, as do their expansion plans. The Indian wireless telecom market has experienced consolidation during the past couple of years. There are still numerous wireless operators in India with 4-5 GSM operators for each circle. There is potential for further consolidation among the operators to realize a larger operating scale and subscriber base. Consolidation among wireless carriers would also increase our risk that the loss of one or more of our major customers could materially decrease revenues and cash flows.

***9. A shortage or non-availability or interrupted of essential utilities of electricity could affect our business operations and have an adverse effect on our business, results of operations and financial condition.***

Our towers require an adequate and cost-effective supply of electrical power to function effectively. We principally depend on power supplied by regional and local electricity transmission grids operated by the various state electricity providers. In the non-urban areas where power supply is erratic, in order to ensure that the power supply to their sites is constant and uninterrupted, we rely on inverter and chargeable battery.

A lack of adequate power supply and/or power outages could result in significant downtime at our towers/poles, resulting in service level credits becoming due to their customers. There is no assurance that we will have an adequate or cost effective supply of electrical power at our sites or fuel for inverter and chargeable battery, the

lack of which could disrupt ours, and our customers' businesses, adversely affecting our business and results of operations.

Even though power costs are paid by us and reimbursed from the telecom operators increase in price at which they purchase electrical power from the state electricity providers or the price of fuel increases could lead to overall increase in operating costs and thus reduce the viability of such site. Hence, there can be no assurance that we will be able to manage Power Costs at commercially acceptable terms or at all, which could have a material adverse effect on our business and results of operations.

***10. Third Party Passive Infrastructure sharing is a new concept in the Indian telecom industry and is to be successfully proven and thus achieving scalability could face problems.***

Infrastructure sharing in the wireless telecom sector is a new concept in India. The growth phase in the cellular subscriber base in India is expected to continue. The telecom operators are now strongly contemplating sharing telecom infrastructure to save time and cost. We may also in the future engage with Telecom Operator for infrastructure sharing. However, our future in the business is dependent upon successful implementation of these contracts and winning additional contracts beating the strong competition. Internationally, although passive infrastructure sharing has been successful in many countries, it has not been successful in Asia. No assurance can be given that the passive infrastructure sharing model will be successful in India and that we will be successful in implementing the business and its future growth strategy. There can be no assurance that we will be successful in implementing our business and future growth strategy, and this could affect our business, financial condition and results of operations.

***11. failure to successfully and effectively execute expansion in our lines of business could disrupt our business and affect our financial condition.***

We propose to expand our presence base at a very rapid pace in the future 300 new Roof Top Towers are proposed to be set up from the proceeds raised from this Issue. For further details regarding the fund requirements and other technical parameters of the same, please see "Objects of the Issue" on page 77 of this Red Herring Prospectus.

Our ability to installed tower is dependent upon a number of factors, including the sufficient capital to fund development, ability to locate, and lease or acquire, at commercially reasonable prices, and related infrastructure. Installation of tower at identified location to requires expertise in telecommunications infrastructure engineering, tower/pole management and network consultancy. The process used by us to install a telecom tower is detailed and complex. For details regarding key processes please see "Our Business" on page 107 of this Red Herring Prospectus.

To installed tower at identified location, we had initial discussions with our team for gauging the demand for these sites. Hence there can be no assurance that we will be successful in executing the necessary installations at the rate required to meet our expansion plans and be able to extract adequate revenue from these sites in the future. A failure to do so could have a material adverse effect on our business prospects, results of operations, cash flows and financial condition.

***12. Any inability to protect our rights to the land/sites on which our towers/poles are located may adversely affect our business and operating results.***

We take the property on which our towers/poles are located, on lease. In general, these lease arrangements are for original periods of 7 years which can be extended for another 3 years and grant us the right to use the leased premises for the purpose of carrying on this business. Under these lease arrangements, we may require the prior written consent of the lessor for any further extension of the lease. The lessor may terminate the agreement pursuant to specified notice periods if the lessee is in arrears of lease rental payments. Further, certain leases and other commercial agreements entered into by us may not be duly stamped or registered as per the materiality policy of the Company. We have executed the agreement between the parties for granting the rights to the Company (i.e., 'Right of Way') to enter the leased premises to carry out its business operations pertaining to the installation of the towers. As per the materiality policy of the Company, the said agreements are not material in nature and therefore, the same have not been registered. However, the said agreements are notarised. Notarization gives a legal sanctity to the document. A notarized document helps to verify that we are the one signing the document. So, the sole purpose of notarizing a document is to prevent any kind of document fraud and or identity theft by preventing someone from presenting a forged document. As per the term sheet with our customers like Bharti Airtel Limited, Vodafone Idea Ltd (VIL), the rentals are on pass through basis where-in they reimburse the

rentals paid to the land-owners by the company. Further, in the term sheet, there is no such conditions as laid down by the customers to have these agreements registered. In the event that we need to enforce our rights under such agreements in a court of law, the required stamp duty will need to be paid by us.

A loss of our leasehold interests, including through actual or alleged non-compliance with the terms of these lease arrangements, the termination of leases by lessors, or an inability to secure renewal thereof on commercially reasonable terms when they expire, would interfere with our ability to operate our tower/poles portfolio and to generate revenues. The current owners of the rooftops on which our towers/poles and other passive infrastructure are located could attempt to significantly increase the rental rates upon the addition of new sharing operators or on expiration of current leases, or on account of radiation related concerns. The cost of relocating a site is significant. We may not be able to pass these costs on to our customers and any such relocation could cause disruption to our customers.

***13. We face various types of competitive pressures. Our inability to effectively compete in the Telecom Infrastructure space, will adversely affect our future prospects, results of operations and financial condition.***

currently, we face tough competition in the market from established Passive and Active Telecom Infrastructure Providers such as Suyog Telematics Limited and Kore Digital Limited etc. Also, we face competition from players in sectors like real estate firms, which own several rooftops in the metros, located in high usage areas such as business parks and high density residential colonies. The rooftops are marketed as managed rooftops complete with security and power connection. Public sector giants such as railways, which have a dedicated telecom infrastructure arm offering their own mass communication facilities to the cellular and broadcast operators on lease. Tower manufacturers, which have a distinct cost advantage in terms of tower procurement and erection, also offer their towers to the operators on lease.

Further, because Telecom Regulatory Authority of India (TRAI) allows sharing of infrastructure by telecom operators, and some of the Telecom Operators have planned to hive off their tower infrastructure/passive infrastructure into separate companies, we could also be adversely affected if different telecom companies decide to jointly set up additional infrastructure and hence, reduce the business opportunities for Independent Infrastructure providers like us.

If we are unable to ensure that our telecom Infrastructure solutions are competitive in the future, this could adversely affect our future prospects, results of operations and financial condition. For further detail regarding our strategies to ensure competitiveness, please see “Our Business” on page 107 of this Red Herring Prospectus.

***14. New technologies could make our tower/pole leasing business less desirable to potential tenants and may result in decreasing our revenues.***

The development and implementation of new technologies designed to enhance the efficiency of wireless networks could reduce the use and need for tower-based wireless services transmission and reception and have the effect of decreasing demand for tower/pole space. New technologies may make our site provisioning services less desirable to potential tenants and result in decreasing revenues. Such new technologies may decrease demand for site provisioning and negatively impact our revenues. In addition, the emergence of new technologies could reduce the need for tower/pole-based broadcast services transmission and reception. The development and implementation of any of these and similar technologies to any significant degree could have an adverse effect on our operations.

***15. The success of our business model is subject to the continuance survival and credit worthiness of telecom operators.***

Due to the long-term nature of our tenant leases, we, like others in the Telecom Infrastructure Industry, are dependent on the continued financial strength of our tenants, who are telecom service providers. Many wireless service providers operate with substantial leverage. If one or more of our major TSP’s experience financial difficulties, it could result in uncollectible accounts receivable and our loss of significant customers and anticipated lease revenues. This would materially adversely affect our results of operations and financial condition.

We are trying to diversify our client base in order to expand our current operation, however there are very few telecom operators in the current market. Thus, our clients are restricted to those few players in the prevailing market.

***16. Our indebtedness, including various conditions and restrictive covenants imposed on us under our financing agreements and could adversely affect our ability to grow our business or react to changes in our business environment.***

As of June 30, 2023, we had total outstanding financial indebtedness of ₹ 130.21 lakhs fund based and non-fund based comprising of bank guarantee. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. While we have received all relevant consents required for the purposes of this issue and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements in the past three Fiscals, we cannot assure you that this will continue to be the case in the future.

If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, a default by us under the terms of any financing agreement may also trigger us defaulter under some of our other financing agreements, or any other agreements or instruments of our containing defaulter provisions, which may individually or in aggregate, have an adverse effect on our operations, financial position and any credit ratings. For further information regarding our borrowings, see “Financial Indebtedness” on page 160 of this Red Herring Prospectus.

Changes to government policies may create restrictions on our ability to raise capital. Further, we are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further, under certain of our financing agreements, the lenders are entitled to charge the applicable rate of interest, which is a combination of a base rate/MCLR rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company’s credit risk rating. Further, in recent years, the GoI has taken measures to control inflation, which included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows, and financial condition.

***17. Decrease in demand for telecom sites will affect our operating results.***

Many of the factors affecting the demand for telecom sites could materially affect our operating results. Those factors include:

- consumer demand for wireless services;
- the financial condition of wireless service providers;
- the ability and willingness of wireless service providers to maintain or increase their capital expenditures;
- the growth rate of wireless communications or of a particular wireless segment;
- governmental licensing of spectrum;
- mergers or consolidations among wireless service providers;
- increased use of network sharing arrangements or roaming and resale arrangements by wireless service providers;
- delays or changes in the deployment of 5G or other technologies;
- zoning, environmental, health and other government regulations; and
- technological changes

The demand for telecom sites is dependent on the needs of wireless service providers. In the event that there is a significant variation in any of the aforesaid factors, our business, our growth plans and results of operations may be significantly affected.

***18. Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.***


We will be required to renew permits and approvals in relation to our existing operations and obtain new permits and approvals for any proposed operations as may be required under the applicable laws of the sector or region that we are operating in. There can be no surety that we will be able to obtain all the permits or approvals in the time-frame anticipated by us or at all. Previously, we were a private limited company in the name of “SAR Televenture Private Limited” and thereafter converted into Limited Company in the name of “SAR Televenture Limited”. Additionally, the registered office of our Company was previously located in ‘H-110, Basement, Aaron Ville, sector-48, Sohna Road, Gurgaon-122001, Haryana’ and now our Company has shifted to new registered office i.e., ‘Plot. No. 346-A, 2nd Floor, Udyog Vihar Phase-4, Gurugram, Haryana-122016’. Apart from ESIC for which we have made an application for change in registered office and EPF registration, for which we have already made an application for change in name and registered office, we have all the certificates in new names and new registered office. In case we fail to transfer/obtain the same in the name of our company, it may result in the interruption of our operations and may have a material adverse effect on the business.

Along with the above, we declare the following: (i) the CDSL Agreement date is not mentioned on the Agreement. The communication with regard to the same has been made to Skyline Financial Services Private Limited and they reverted in the form of email dated August 07, 2023, that the date will be the same as the date of issuance of ISIN certificate; (ii) We are a service provider and have no manufacturing units or factories. Therefore, there are certain licenses which are not applicable on us such as environmental and licenses related to factories; and (iii) We have not made any applications nor We have registered any type of intellectual property including trademarks/copyrights/patents etc apart from mentioned in the chapter “Government and Other Statutory Approvals” on page 176 of this Red Herring Prospectus.

If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled “Key Industry Regulations and Policies” and “Government and Other Statutory Approvals” at page 120 and 177 respectively of this Red Herring Prospectus.

**19. Our Company is currently using the corporate Trademark “  ” which is a trademark of our Group Company ‘S A R Venture Private Limited’.**

Our Company is currently using the trademark registered in the name of our Group Company namely ‘S A R Venture Private Limited’. Our Company has not made any application and logo under the provisions of the Trademarks Act, 1999, for the use of any trademark in its name and hence, obtained the NOC dated July 24, 2023 from our Group Company and submitted the same to the Registrar of Trademarks, Trademark Registry, New Delhi to use the trademark of the Group Company trademark, in day-to-day operations of its business. In the event if the Company gets dissolved or gets inactive, there might be a loss to our Company in terms of brand image, since we’re using its trademark. Moreover, we may have to incur additional cost or expenses in order to get the trademark registered in our name and on re-branding, which could adversely affect our business, image, results of operations and financial condition. Trademark Application Details are as follows:

Sr. No	Logo	Trademark	Classes	Applicant	Application Number	Date of Application	Registration Status
1.		SAR (Device)	38	S A R Venture Private Limited	4513228	May 28, 2020	Registered

- For further details, please refer to the chapters titled “Our Business” and “Government and Other Approvals” on page 107 and 177, respectively of this Red Herring Prospectus.

**20. We have working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our business, results of operations, financial condition and cash flows.**

Our Company is depending on working capital for the purpose of project execution. In our business, significant amounts of capital are required towards financing the for day-to-day business expenses like salary, electric

expenses, lease rental, security deposit, advances for the new sites. Our working capital requirements will increase as we seek to expand our businesses. It may also increase if, in certain contracts, payment terms include reduced advance payments or payment schedules that specify payment towards the end of a tower installation. Delays in progressive payments or release of retention money or bank guarantees from our clients may increase our working capital needs. We may also experience significant cash outflows to satisfy any indemnity and liability claims, which may cause liquidity issues, due to which we might be unable to arrange for the appropriate earnest money deposit to bid for new projects. We may need to incur additional indebtedness and capital expenditures in the future to satisfy our working capital needs. Continued increases in working capital requirements may have an adverse effect on our financial condition and results of operations. The working capital requirement of the Company was ₹ 116.01 lakhs, and ₹ 35.30 lakhs for Fiscal 2023 and 2021 respectively. The working capital as a percentage of total revenue was 3.57%, and 38.92% for Fiscal 2023 and 2021 respectively. As on March 31, 2023, our total long term outstanding indebtedness in respect of our working capital facilities was ₹839.01 lakhs. In addition, set out below are the certain details pertaining to our working capital requirements for Fiscal 2023, 2022 and 2021:

Particulars	(₹ in lakhs)		
	March 31, 2023 (Actual)	March 31, 2022 (Actual)	March 31, 2021 (Actual)
<b>Current Assets</b>			
(a) Trade Receivables	135.08	84.20	39.40
(b) Cash and bank balances	57.97	0.44	3.13
(c) Other Current Assets	142.15	41.05	12.21
Total Current Assets (A)	335.16	125.70	54.74
<b>Current Liabilities</b>			
(a) Short term borrowing	-	69.48	-
(a) Trade Payables	75.37	53.57	9.10
(b) Other Current Liabilities	85.18	5.44	1.52
(c) Provisions	58.62	22.47	8.82
Total Working capital Requirement (A-B)	116.01	-25.25	35.30
<b>Funding Pattern</b>			
Working Capital Funding from Banks	116.01	-	35.30
Internal Accruals	-	-25.25	-

Our Company intends to use ₹ 450.00 lakhs from the Net Proceeds towards funding our incremental working capital requirement, which will help lead to a consequent increase in our profitability and in achieving the proposed targets as per our business plan. For details, see “Objects of the Issue” on page 77 of this Red Herring Prospectus.

If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our business, results of operations, financial condition and cash flows.

***21. There have been delays in payment of certain statutory dues by our Company. While these non-compliances are no longer outstanding, we cannot assure you that such lapses will not occur in the future, or that we will be able to rectify or mitigate such lapses in a timely manner, or at all.***

We have had instances of delay in payment of certain statutory dues with respect to delay in payment of GST for the period 2020-21, 2021-22 and delay in payment of EPF for the period 2020-21, 2021-22, 2022-23. Any delay in filing of GST/EPF return, the company shall be liable to pay the interest/late fee penalty on these delays. The company shall be required to divert part of cash accruals to pay off these interest and late fee penalty. As of the date of the Red Herring Prospectus, while these non-compliances and delays in payment of statutory dues are no longer outstanding, we cannot assure you that such lapses will not occur in the future, or that we will be able to rectify or mitigate such lapses in a timely manner or at all. If we are subject to any penalties or other regulatory actions, our reputation, business and results of operation could be adversely affected. If we are subject to any penalties or other regulatory actions, our reputation, business and results of operation could be adversely affected.

***22. Our Directors held the directorship in other entities, which has been struck off by the MCA.***



Our Whole time director Mr. Praveen Tandon was director in SAAN Education Academy Private Limited and Our Managing Director Mr. Rahul Sahdev was director in Elite Sports Concepts Private Limited. These two companies were struck off, as a compulsory action, by MCA due to non-filing of annual returns for last 3 years. As of the date of the Red Herring Prospectus, due to these non-compliances of MCA these two companies were struck off. We cannot assure that the directors holding directorship in other company will comply with all the MCA & other regulation. If they are subject to any penalties or other regulatory actions, our director's reputation, business and results of operation could be adversely affected.

***23. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page 155 of this Red Herring Prospectus.

***24. Deployment of the Net Proceeds of the Fresh Issue are based on management estimates and have not been independently appraised.***

We intend to use the net proceed of the Fresh Issue for purposes described in the section "Objects of the Issue" on page 77 of this Red Herring Prospectus. Our funding requirements and the proposed deployment of the Net Proceeds of the Fresh Issue are based on management estimates and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies, and have not been appraised by an independent entity. Since the quantum of the Fresh Issue does not exceed ₹ 10,000 lakhs, we are not required to appoint any monitoring agency for the Issue. We undertake to monitor the utilisation of the issue proceed by the audit committee of the Board. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

***25. Delay in schedule of implementation of the project for which the funds are being raised in the public issue may subject our Company to risks related to time and cost which may have a material adverse effect on our business, results of operations and financial condition.***

In the event that there is a delay in the schedule of implementation of the project for various reasons including, but not limited to delay in delivery of equipment and machines by suppliers, installation of towers etc. our profitability and hence our business may be adversely affected. Although we will make all efforts to implement the project on time, there is a risk that the said project may not be implemented on a timely basis.

***26. We are subject to various laws and regulations, including environmental and health and safety laws and regulations. If we fail to obtain, maintain or renew the licenses, permits and approvals required to operate our business, or fail to comply with applicable laws, our business, results of operations and financial condition may be adversely affected***

Our operations are subject to extensive government regulations, and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business. We are also required to obtain approvals, including but not limited to, employment and labour related approvals and quality certifications for our operations. For details of applicable regulations and approvals relating to our business and operations, see "Key Industry Regulations and Policies" on page 120. Further, we have applied for certain licenses, including the shops and establishment license which is currently pending as on the date of this Red Herring Prospectus. For further details see "Government and Other Approvals-Pending Applications" on page 180. We cannot assure you that such licenses/ approvals will be

received by us in a timely manner or at all. Further, we cannot assure you that the respective authorities will not impose fines/ penalties on us for such non-compliances.

A majority of these approvals are granted for a specific duration and require renewal from time to time. The approvals required by our Company are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations. Further, there is no assurance that we can renew some approval in a timely manner or at all. Any of the foregoing may have a material adverse effect on our business, results of operations, and future prospects.

**27. Our Registered Office and Corporate office are located on land parcels that are not owned by us and are held by us on a leasehold basis. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected.**

As of the date of this Red Herring Prospectus, all of our offices, including our Registered Office and Corporate Office, are held on a leasehold & rented basis. Set out in the table below are details of the address of our Registered Office and Corporate Office:

Purpose	Address	Owned / Rented /Leasehold
Registered Office	Plot. No. 346-A, 2 <sup>nd</sup> Floor, Udyog Vihar Phase-4, Gurugram, Haryana - 122016, India	Leasehold
Corporate Office	B-16, First floor, Noida Sector-2, Uttar Pradesh-201301, India	Rented

We cannot assure you that we will be able to renew our Rent /leases on commercially acceptable terms, or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

**28. We have experienced negative cash flows from operating and investing activities in the past.**

We have in the past, and may in the future, experience negative cash flows from investing and financing activities. The following table sets forth our net cash inflow/(outflow) from operating, investing and financing activities for the periods/years indicated:

Particulars	(₹ in lakhs)			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Net Cash flow from Operating Activities (A)	(1,862.21)	(523.51)	51.61	(17.79)
Net Cash flow from Investing Activities (B)	(50.76)	(686.77)	(232.97)	(93.99)
Net Cash flow from Financing Activities (C)	1,855.47	1281.53	178.67	112.25
Total cash and cash equivalents	14.19	71.69	0.44	3.13

We had net cash outflow from operating activities of ₹ (1,862.21) ₹ (523.51) lakhs, ₹ 51.61 lakhs, ₹ (17.79) lakhs respectively for three months period ended June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021, and had net cash outflow from investing activities of ₹ (50.76) ₹ (686.77) lakhs, ₹ (232.97) lakhs, ₹ (93.99) lakhs respectively for three months period ended June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 primarily due to increases in working capital requirement as a result of an increase in the scale of our business. Any negative cash outflows from operating activities over extended periods, or significant cash outflows in the short term from investing and financing activities, could have an adverse impact on our cash flow requirements, business operations and growth plans. As a result, our cash flows, business, future financial performance and results of operations could be adversely affected. For further details, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Cash Flows” on page 161 of this Red Herring Prospectus.

**29. We are dependent on our management team and key personnel /senior managerial personnel and the loss of any key team member may adversely affect our business performance.**

Our management team and key personnel / senior managerial personnel have been instrumental in the growth and development of our Company. We benefit from Rahul Sahdev, Managing Director, and Praveen Tandon, Whole Time Director professional ironic experience, technical expertise, engineering knowledge and tremendously executing some of our services. Our management team, having derived significant advantages and a strong competitive edge from the sectoral expertise with combined average experience of more than three decades in the telecom industry. Further as being KMP, they have intrinsically involved in our business operations. He played a significant role in the emerging and development of our business. Any decline in our relationship with our management team and key personnel/ senior managerial personnel may have an adverse effect on our business, results of operations, financial condition and cash flows.

Our management team comprises our Rahul Sahdev, Managing Director; Praveen Tandon, Whole Time Director; Sarvgya Jain, Chief Finance Officer; Abhishek Jain, Company Secretary and Compliance Officer; Amit Chaudhary, Senior Manager Operation. They have deep industry knowledge and, along with other key individuals in our business, play a strategic role in developing and building relations with our key stakeholders, including investors, board members. In particular, the active involvement of our management team and key personnel in our operations, including through strategy, direction and relationships have been integral to our development and business. The loss of any of these persons would have a material adverse effect on our operations.

Further, our businesses are dependent upon a core management team which oversees the day-to-day operations, strategy and growth of our business. Our success is largely dependent on our management team which ensures the implementation of our strategy. If one or more members of our key management team were unable or unwilling to continue in their present positions, such persons would be difficult to replace and our business, results of operations, financial condition, cash flows and prospects could be adversely affected.

Our failure to successfully manage our personnel needs could materially and adversely affect our business, results of operations, financial condition and cash flows. Moreover, if any of our key professional employees were to join an existing competitor or form a competing company or otherwise leave, it could lead to setbacks in the implementation of our plans and strategy. Our failure to successfully manage our employees' needs could materially adversely affect our business, results of operations, financial condition, cash flows and prospects. These risks could be heightened to the extent we invest in businesses or geographical regions in which we have limited experience. If we are not able to address these risks, our business, results of operations, financial condition and cash flows could be adversely affected.

***30. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest.***

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties with our Promoter, Key Managerial Personnel, Director, Group Company.. While we believe that all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties.

While we will conduct all related party transactions post listing of the Equity Shares subject to the Board's or Audit Committee's or Shareholders' approval, as applicable, and in compliance with the provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest, which may be detrimental to our Company and may have an adverse impact on our Company, and which our Company will endeavour to duly address as and when they may arise. However, we cannot assure you that any such future transactions, individually or in the aggregate, may not involve potential conflicts of interest which will not have an adverse effect on our business, results of operations, financial condition and cash flows.

Our related party transactions for the three months ended on June 30, 2023 and for the Fiscals 2023, 2022 and 2021 were with our Promoter, which included loans received, loan repayments. For details on our related party transactions for the Fiscals 2023, 2022 and 2021 see "Annexure 28A Related Party Transactions" on page F-24 under the chapter titled "Restated Consolidated Financial Information" on page 156 of this Red Herring Prospectus.

Note-All related party transactions are carried out at Arm's Length Price (ALP). Further, list of the related parties and all related party transactions, are disclosure under AS 18 and / or as covered under section 188(2) of the Companies Act, 2013 (as amended), SEBI (LODR) Regulations and other statutory compliances. Furthermore, in

respect of all/any conflicts of interest arises among the equity shareholders in relation to the related party transactions entered in the past, there are no such conflicts of interest arises among the equity shareholders in relation to related party transactions.

***31. Our Company has availed unsecured loans from our Director, some of which may be recalled by our Director at any time and our Company may not have adequate funds to make timely payments or at all.***

Our Company has availed unsecured loans from our Director in the form of working capital facilities and term loans. The working capital facilities availed by us from our Director may be recalled at any time. For the three months period June 30, 2023, the outstanding amount in respect of such loans availed from our Director amounted to ₹ 0.24 lakhs. Such loans may be recalled at any time. In the event that our Director seeks repayment of any such unsecured loan, our Company may need to appropriate the part of cash flows to repay this loan.

***32. Our Corporate Promoter will continue to retain significant shareholding in our Company after the Issue, which will allow it to exercise control over us.***

After the completion of the Issue, our Corporate Promoter will continue to hold [●]% of our outstanding Equity Shares. Accordingly, our Corporate Promoter will continue to exercise control over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our charter documents, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. There can be no assurance that our Corporate Promoter will exercise its rights as a shareholder to the benefit and best interests of our Company. The interests of our Corporate Promoter, as our Company's significant shareholder and exercising control over our Company, could be different from the interests of our other Shareholders and their influence may result in change of management or control of our Company, even if such a transaction may not be beneficial to our other Shareholders.

***33. Any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

Our Company intends to use Net Proceeds raised pursuant to the Fresh Issue in the manner set out in the section titled "Objects of the Issue" on page 77 of this Red Herring Prospectus. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

In light of these factors, we may not be able to undertake variation of Objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

***34. Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability***

Our Company has obtained group insurance coverage in respect of risks. At present, our insurance policies include, coverage of motor vehicles insurance, workers' compensation, accident and medical insurance. The total insurance premium paid by us was ₹ 0.77 lakhs, which constitute very minimal percentage of the total expenses in for Fiscals 2023, as per the Restated Consolidated Financial Information.

There are various other types of risks and losses for which we are not insured, such as loss of business, environmental liabilities and natural disasters, because they are either uninsurable or not insurable on commercially acceptable terms. we could incur liabilities, lose capital invested in that property or lose the anticipated future income derived from that business or property, while remaining obligated for any operational or financial obligation. Any such loss could result in a material adverse effect on our financial condition and results of operations. However, the Company has not obtained insurance coverage for all its premises. There can

be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed.

If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. Further, there is no assurance that the insurance premium payable by us will be commercially viable or justifiable.

**35. *We may be affected by strikes, work stoppages or increased wage demands by our employees that could interfere with our operations.***

Our business operation activities are labour intensive, require our management to undertake significant labour interface, and expose us to the risk of industrial action. As on the date of September 30, 2023, we have 38 permanent employees out of which 37 are skilled employees and 1 unskilled employee including management. The success of our business depends on availability of manpower and maintaining good relationship with our workforce. While we have not faced any strikes by our employees until date, we cannot assure you that our relations with our employees shall remain cordial at all times and that employees will not undertake or participate in strikes, work stoppages or other industrial actions in the future.

Our workers are not currently represented by any labour unions. If a manpower dispute or conflict were to develop between us and our employees were to unionise or go on strike, we could become a target for union organizing activities and suffer work stoppage for a significant period of time. Such unionisation of the workers engaged by our customers, and any strikes, work stoppages, industrial actions or other forms of labour unrest or collective actions directed against us or our customers could hinder our business operations or result in negative publicity that could adversely affect our brand and reputation. Any labour disruption may adversely affect our operations either by increasing our cost of production or halt a portion or all of our production.

**36. *We may not be successful in implementing our business strategies.***

The success of our business will depend greatly on our ability to effectively implement our growth strategies. For further details on our strategies, see “Our Business — Our Strategies” on page 110 of this Red Herring Prospectus. There can be no assurance that we will be able to successfully execute our strategies, which may adversely affect our business, financial condition, cash flows and results of operations.

We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and strategies could have an adverse effect on our business, financial condition, cash flows and profitability.

**External Risk**

***Risks Related to India***

**1. *Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

The Indian economy and its capital markets are influenced by economic, political and market conditions in India and globally including the volatility in the securities markets in other countries. We are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Further, the following external risks may have an adverse impact on our business and results of operations, should any of them materialize

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;
- downgrade of India’s sovereign debt rating by an independent agency;
- political instability, resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to land acquisition policies and trade barriers have led to increased incidents of social unrest in India over which we have no control;

- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war including in India's various neighbouring countries;
- India has experienced epidemics and natural calamities such as earthquakes, tsunamis, floods, and drought in recent years.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate.

## ***2. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations and prospects***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example:

- the GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us; and
- the Government of India has implemented a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure. In this regard, the Constitution (One hundred and first Amendment) Act, 2016 enables the Government of India and state governments to introduce GST. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

The Government of India has introduced (a) the Code on Wages, 2019 (“**Wages Code**”); (b) the Code on Social Security, 2020 (“**Social Security Code**”); (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020, which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future. For example, the Social Security Code aims to provide uniformity in providing social security benefits to employees which were previously segregated under different acts and had different applicability and coverage. The Social Security Code has introduced the concept of workers outside traditional employer-employee work-arrangements (including online and digital platforms), such as ‘gig workers’ and ‘platform workers’ and provides for the mandatory registration of such workers in order to enable these workers to avail benefits of, among others, life and disability cover, health and maternity benefits and old age protection, under schemes framed under the Social Security Code from time to time. The Social Security Code also provides that such schemes may, amongst other things, be partly funded by contributions from online platforms. Further, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws has the ability to increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our businesses in the future.

## ***3. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to***

***attract foreign investors, which may adversely affect the trading price of the Equity Shares.***

Foreign ownership of Indian securities is subject to Government regulation. Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

Under the Consolidated FDI Policy, 100% foreign direct investment is permitted in a company engaged in wholesale trading as well as single brand product retail trade, both under the automatic route, subject to certain conditions specified thereunder. In the event of foreign direct investment beyond 51%, the investee entity is also required to comply with certain local sourcing norms as specified in the FEMA Rules and the Consolidated FDI Policy. Our inability to comply with such conditions may restrict our ability to raise capital in the future or in the ability of foreign investors to purchase Equity Shares.

Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted.

Further, pursuant to the Foreign Exchange Management (Non-debt Instruments) Rules and the Consolidated FDI Policy, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, can only be made through Government approval route. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Any such approval(s) would be subject to the discretion of the regulatory authorities. This may cause uncertainty and delays in our future investment plans and initiatives. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular term or at all. For further details, see "Restrictions on Foreign Ownership of Indian Securities" on page 226 of this Red Herring Prospectus.

As an Indian company, we are also subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could limit our financing sources and could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business, financial condition and results of operations.

***4. Rights of shareholders under Indian laws may differ to those under the laws of other jurisdictions.***

Indian laws and legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

***5. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Although these provisions have

been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

**6. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

**7. *Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.***

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

**8. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India. In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceed ₹ 1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹ 1,00,000/- pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.



**9. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements, prepared and presented in accordance with SEBI ICDR Regulations contained in Red Herring Prospectus.**

As stated in the reports of the Auditor included in Red Herring Prospectus under section “Restated Consolidated Financial Statements” beginning on page 156 the financial statements included in Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in Red Herring Prospectus. Accordingly, the degree to which the financial information included in Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in Red Herring Prospectus should accordingly be limited.

**10. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Pandemic, hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.**

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease, and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business.

**11. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and our industry contained in this Red Herring Prospectus.**

While facts and other statistics in Red Herring Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the section titled “Industry Overview” beginning on page 99 of Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

**12. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.**

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

**13. Natural calamities could have a negative impact on the Indian economy and cause Our Company's**

*business to suffer.*

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

***14. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

***15. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

***16. Any change in laws or regulations, including taxation laws, or their interpretation may significantly affect our financial statements.***

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Act, 2019, prescribes certain changes to the income tax rate applicable to companies in India. According to this Act, companies can henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the tax rate (on gross basis) for Indian companies from 30% to 22% (exclusive of applicable health and education cess and surcharge). Any such future amendments may affect our ability to claim exemptions that we have historically benefited from, and such exemptions may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

The Finance Act, 2020 ("Finance Act"), has, amongst other things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime. For instance, dividend distribution tax ("DDT") will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely to be subject to tax deduction at source. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

In addition, we are subject to tax related inquiries and claims. We may be particularly affected by claims from tax authorities on account of income tax assessment, service tax and GST that combines taxes and levies by the central and state governments into one unified rate of interest with effect from July 1, 2017, and all subsequent changes and amendments thereto.

Further, the Government of India has announced the Union Budget for Fiscal 2024 and the Finance Act, 2023, which was notified on the e-Gazette on March 31, 2023. The Finance Act, 2023 introduced various amendments to taxation laws in India. We cannot predict whether any amendments made pursuant to the Finance Act, 2023 would have any adverse effect on our business, financial condition, future cash flows and results of operations. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and

regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, the likely nature and impact of the specific terms of any such laws or regulations or whether, if at all, any laws or regulations would have an adverse effect on our business.

## SECTION III – INTRODUCTION

### THE ISSUE

The following table summarizes the Issue details of this Red Herring Prospectus :

Particulars	Details of Equity Shares
Issue of Equity Shares by Our Company <sup>(1)</sup>	Issue of upto 45,00,000* Equity Shares of face value of ₹ 02 each fully paid for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating ₹[●] lakhs <sup>(2)</sup>
<b>Consisting of:</b>	
Market Maker Reservation Portion	2,30,000 Equity Shares of face value of ₹ 02 each fully paid up for cash at a price of ₹ [●] per Equity share aggregating ₹[●] lakhs
Net Issue to the Public	Up to 42,70,000 Equity Shares of face value of ₹ 02 each fully paid up for cash at a price of ₹ [●] per Equity share aggregating ₹[●] lakhs
<b>Of Which</b>	
<b>A. QIB Portion</b> <sup>(3) (4) (5)</sup>	Not more than 21,20,000 Equity Shares, aggregating up to ₹[●] lakhs
<b>of which:</b>	
1) <b>Anchor Investor Portion</b> <sup>(3)</sup>	[●] Equity Shares aggregating up to ₹[●] lakhs
2) <b>Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming that Anchor Investor Portion is fully subscribed)</b>	[●] Equity Shares aggregating up to ₹[●] lakhs
<b>of which:</b>	
a) <b>Available for allocation to Mutual Funds only (5% of the Net QIB Portion)</b>	[●] Equity Shares aggregating up to ₹[●] lakhs
b) <b>Balance for all QIBs including Mutual Funds</b>	[●] Equity Shares aggregating up to ₹[●] lakhs
<b>B. Non- Institutional Portion</b> <sup>(3) (4)</sup>	Not less than 6,50,000 Equity Shares aggregating up to ₹[●] lakhs
<b>C. Retail Portion</b> <sup>(3) (4)</sup>	Not less than 15,00,000 Equity Shares aggregating up to ₹[●] lakhs
<b>Pre and Post Issue Equity Share Capital of the Company:</b>	
Equity Shares outstanding prior to the Issue	1,05,00,000 Equity Shares of face value of ₹ 02 each.
Equity Shares outstanding after the Issue	Upto [●] Equity Shares of face value of ₹ 02 each.
Utilization of proceeds of this Issue	For details please refer chapter titled “ <i>Objects of the Issue</i> ” on page 77 of this Red Herring Prospectus for information on use of Issue Proceeds.

\* Subject to finalisation of the Basis of Allotment.

#### Notes:

- 1) *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.*
- 2) *The Issue has been authorized by the Board of Directors of the Company vide a resolution passed at its meeting held on July 07, 2023 and by the shareholders of our Company vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at an Annual General Meeting held on July 29, 2023.*

- 3) *The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, wherein not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs. Further not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.*
- 4) *In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.*
- 5) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in QIB portion, would be allowed to be met with spill-over from other categories or a combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws.*

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

For further details, including grounds for rejection of Bids, please refer to Section titled 'Issue Information' on page 193 of this Red Herring Prospectus.

## SUMMARY OF FINANCIAL INFORMATION

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# SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: U45202HR2019PLC080514 E-mail Id: info@sartelevventure.com

## RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in Lakhs)

Particulars	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
<b>A EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
(a) Share capital	210.00	65.29	4.18	4.05
(b) Reserves and surplus	3,114.40	1,113.42	(11.91)	(15.62)
(c) Money Received against share warrents	-	-	-	-
<b>2 Share application money pending allotments</b>	-	-	-	-
<b>3 Non-current liabilities</b>				
(a) Long-term borrowings	685.53	839.01	267.60	136.87
(b) Deferred tax liabilities (net)	1.58	2.52	-	0.08
(c) Other Long Term Liabilities	-	-	-	-
(d) Long term provision	-	-	-	-
<b>4 Current liabilities</b>				
(a) Short Term Borrowings	66.65	-	69.48	-
<b>(b) Trade payables</b>				
(A) total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(B) total outstanding dues of Creditors other than micro enterprises and small	177.46	249.14	53.57	9.10
(c) Other current liabilities	10.06	89.91	5.44	1.52
(d) Short-term provisions	59.09	61.48	22.47	8.82
<b>TOTAL</b>	<b>4,324.77</b>	<b>2,420.77</b>	<b>410.83</b>	<b>144.82</b>
<b>B ASSETS</b>				
<b>1 Non-current assets</b>				
(a) (i) Property, Plant and Equipment	847.87	847.86	281.88	89.82
(ii) Intangible assets	-	-	-	-
(iii) Capital Work in progress	-	-	-	-
(iv) Intangible Assets under Development	-	-	-	-
(b) Non-current investments	-	-	-	-
(c) Deferred Tax Assets	-	-	0.90	-
(d) Long term loans and Advances	-	-	-	-
(e) Other Non Current Assets	3.73	3.32	2.36	0.26
<b>2 Current assets</b>				
(a) Current Investments	-	-	-	-
(b) Inventories	-	-	-	-
(c) Trade receivables	754.49	649.41	84.20	39.40
(d) Cash and cash equivalents	14.19	71.69	0.44	3.13
(e) Short-term loans and advances	2,704.49	848.49	41.05	12.21
(f) Other Current Assets	-	-	-	-
<b>TOTAL</b>	<b>4,324.77</b>	<b>2,420.77</b>	<b>410.83</b>	<b>144.82</b>

## SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: U45202HR2019PLC080514 E-mail Id: info@sarteventure.com

### RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in Lakhs)

Particulars	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
<b>I Revenue from operations (gross)</b>	1,731.87	3,246.17	472.89	90.71
Less: Excise Duty	-	-	-	-
<b>Revenue from operations (net)</b>	<b>1731.87</b>	<b>3246.17</b>	<b>472.89</b>	<b>90.71</b>
<b>II Other Income</b>	3.48	5.46	2.46	-
<b>III Total Income (I+II)</b>	<b>1735.35</b>	<b>3251.63</b>	<b>475.35</b>	<b>90.71</b>
<b>IV Expenses</b>				
(a) Cost of materials consumed	1,324.25	2,115.35	-	-
(b) Purchase of Stock in Trade	-	-	-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	-
(d) Employee benefits expenses	31.98	136.85	125.52	34.88
(e) Finance costs	11.34	45.39	21.68	3.69
(f) Depreciation and amortisation expenses	50.75	103.15	40.91	9.74
(g) Other expenses	117.49	423.57	284.51	45.03
<b>Total Expenses</b>	<b>1535.81</b>	<b>2824.31</b>	<b>472.62</b>	<b>93.34</b>
<b>V Profit before exceptional and extraordinary item and tax</b>	<b>199.54</b>	<b>427.32</b>	<b>2.73</b>	<b>-2.63</b>
<b>VI Exceptional Items</b>	-	-	-	-
<b>VII Profit before extraordinary item and tax</b>	199.54	427.32	2.73	(2.63)
<b>VIII Extraordinary Items</b>	-	-	-	-
<b>IX Profit before Tax</b>	199.54	427.32	2.73	(2.63)
<b>X Tax Expense:</b>				
(a) Current tax expense	8.11	35.53	-	-
(b) Deferred tax	(0.94)	3.43	(0.98)	0.08
<b>XI Profit / (Loss) for the period from continuing operations</b>	<b>192.38</b>	<b>388.36</b>	<b>3.71</b>	<b>(2.71)</b>
<b>XII Detail of Net Profit Attributable To:</b>				
(A) Owners of the Company				
(a) Pre-Acquisition Profit	-	333.00	-	-
(b) Revenue Profit	192.38	55.36	3.71	(2.71)
(B) Non-Controlling Interest	-	-	-	-
<b>XIII Profit / (Loss) for the period from continuing operations</b>	<b>192.38</b>	<b>388.36</b>	<b>3.71</b>	<b>(2.71)</b>
<b>XIV Earning per equity share:</b>				
(1) Basic	<b>3.56</b>	<b>91.08</b>	<b>1.78</b>	<b>(1.71)</b>
(2) Diluted	<b>3.56</b>	<b>91.08</b>	<b>1.78</b>	<b>(1.71)</b>



# SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: U45202HR2019PTC080514

## RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(Amount in Lakhs)

PARTICULARS	As at 30th June 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>A. Cash flow from Operating Activities</b>				
Net Profit before tax as per statement of profit & loss	199.54	427.32	2.73	(2.63)
<u>Add/ (less): Adjustment for non- cash/ other items</u>				
Provision for Tax	-	-	-	-
Depreciation	50.75	103.15	40.91	9.74
Finance cost	11.34	45.39	21.68	3.67
Prior Period Adjustments	(0.32)	(7.62)	(0.01)	-
Deferred Tax	-	-	-	-
Foreign Exchange gain or loss	-	(1.65)	-	-
Interest Received	-	-	-	-
<b>Operating profit before working capital changes</b>	<b>261.31</b>	<b>566.59</b>	<b>65.31</b>	<b>10.78</b>
<u>Adjustment for working capital</u>				
Increase/(decrease) in trade payables	(71.67)	195.57	44.47	7.06
Increase/(decrease) in other current liabilities	(79.85)	84.47	3.92	1.52
Increase/(decrease) in short term provision	(10.50)	3.48	13.64	6.86
(Increase)/ decrease in other non- current assets	(0.42)	(0.96)	(2.10)	(0.26)
(Increase)/ decrease in trade receivables	(105.08)	(565.21)	(44.80)	(36.95)
(Increase)/ decrease in other current assets	-	-	-	(2.59)
(Increase)/ decrease in short term loans & advances	(1,856.00)	(807.45)	(28.83)	(4.21)
<b>Cash generated from operations</b>	<b>(1,862.20)</b>	<b>(523.51)</b>	<b>51.61</b>	<b>(17.79)</b>
Direct taxes paid	-	-	-	-
<b>Net Cash flow from Operating Activities (A)</b>	<b>(1,862.21)</b>	<b>(523.51)</b>	<b>51.61</b>	<b>(17.79)</b>
<b>B. Cash flow from Investing Activities</b>				
Sale/ (Purchase) of Property, plant & equipment	(50.76)	(669.12)	(232.97)	(93.99)
Sale/ (Purchase) of Investment	-	(17.65)	-	-
Interest received	-	-	-	-
Loans given	-	-	-	-
<b>Net Cash flow from Investing Activities (B)</b>	<b>(50.76)</b>	<b>(686.77)</b>	<b>(232.97)</b>	<b>(93.99)</b>
<b>C. Cash flow from Financing Activities</b>				
Net proceeds from issue of share capital	144.71	61.11	0.13	3.05
Net proceeds from short term borrowings	66.65	(69.48)	69.48	-
Net proceeds from long -term borrowings	(153.48)	571.40	130.74	112.87
Securities Premium	1,808.93	763.89	-	-
Interest Paid	(11.34)	(45.39)	(21.68)	(3.67)
TDS Receivable	-	-	-	-
<b>Net Cash flow from Financing Activities (C)</b>	<b>1,855.47</b>	<b>1,281.53</b>	<b>178.67</b>	<b>112.25</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>(57.50)</b>	<b>71.25</b>	<b>(2.69)</b>	<b>0.47</b>
Add: Opening cash and cash equivalents	71.69	0.44	3.13	2.66
<b>Closing cash and cash equivalents</b>	<b>14.19</b>	<b>71.69</b>	<b>0.44</b>	<b>3.13</b>
<b>Components of cash and cash equivalents</b>				
Cash in hand	5.26	3.38	0.44	0.20
Deposit with banks in current accounts	8.93	68.31	-	2.93
<b>Total cash and cash equivalents (Note 13)</b>	<b>14.19</b>	<b>71.69</b>	<b>0.44</b>	<b>3.13</b>

## GENERAL INFORMATION

### Registered Office of our Company

P.NO – 346A, 2<sup>nd</sup> Floor, Udyog Vihar,  
Phase-4, Gurugram,  
Haryana - 122016, India  
**Tel No:** 0124 45133283  
**Email :** [info@sartelevventure.com](mailto:info@sartelevventure.com),  
**Website :** [www.sartelevventure.com](http://www.sartelevventure.com)

### Corporate Office of our Company

B-16, First floor,  
Noida Sector-2,  
Uttar Pradesh-201301, India  
**Tel No:** 8587050050  
**Email :** [info@sartelevventure.com](mailto:info@sartelevventure.com),  
**Website :** [www.sartelevventure.com](http://www.sartelevventure.com)

For details of change in registered office of our Company, please refer to chapter titles “History and Certain Corporate Matters” on page 127.

### Company Registration Number and Corporate Identity Number

**Registration Number:** 080514

**Corporate Identification Number:** U45202HR2019PLC080514

### Address of Registrar of Companies.

Our Company is registered with the Registrar of Companies, Delhi, which is situated at the following address:

### Registrar of Companies, Delhi

4<sup>th</sup> Floor, IFCI Tower, 61, Nehru Place,  
New Delhi-110019, India.  
Email id: [roc.delhi@mca.gov.in](mailto:roc.delhi@mca.gov.in)  
Website: [www.mca.gov.in](http://www.mca.gov.in)

### Designated Stock Exchange

#### SME Platform of National Stock Exchange of India Limited i.e. “NSE Emerge”

Exchange Plaza, C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051, Maharashtra, India.  
**Website:** [www.nseindia.com](http://www.nseindia.com)

### Board of Directors of our Company

As on the date of the filing of this Red Herring Prospectus, the Board of Directors of our Company consists of the following:

Name of Director	Designation	DIN	Address
Rahul Sahdev	Managing Director & Chairman	00175840	1106, Sector-17, Faridabad, Kheri Kalan (113), Faridabad - 121002, Haryana, India
Praveen Tandon	Whole Time Director	06646092	Dendera 604, Omaxe Nile Apartments, Near Sai Temple, Sector-49, Sohna Road, Islampur (97), Gurgaon -122018, Haryana, India
Chandra Prakash Srivastava	Non-Executive Director	10209076	Flat No. 402, Belveere Tower, Charmwood Village Faridabad, Surajkund, Faridabad, Haryana – 121009, India.

Kavya Jha	Non-Executive Director	08046785	112 / 2-C1, Silver Oaks Apartment, DLF-1, Kachnar Marg, Sikanderpur, Gurgaon, 122002, Haryana, India.
Suman Kumar	Independent Director	00472365	House No. 6669, Block no 9, Street No 7, Near Khalsa College, Dev Nagar, Karol Bagh, Central Delhi 110005
Aishwarya Singhvi	Independent Director	10241207	21 Nokha Road, Neminath Jain Colony, Hiran Margri, Sector 3, Girwa, Udaipur, Shastri, Circle Girwa, Udaipur, Rajasthan - 313001

For further details of our Directors please refer to the chapter titled “*Our Management*” on page 134 of this Red Herring Prospectus.

#### **Chief Financial Officer**

##### **Sarvgya Jain**

P.NO – 346A, 2<sup>nd</sup> Floor, Udyog Vihar,  
Phase-4, Gurugram,  
Haryana - 122016, India  
**Tel No:** 0124 45133283  
**Email :** [cfo@sartelevation.com](mailto:cfo@sartelevation.com)

#### **Company Secretary and Compliance Officer**

##### **Abhishek Jain**

P.NO – 346A, 2<sup>nd</sup> Floor, Udyog Vihar,  
Phase-4, Gurugram,  
Haryana - 122016, India  
**Tel No:** 0124 45133283  
**Email :** [compliance@sartelevation.com](mailto:compliance@sartelevation.com)

#### **Book Running Lead Manager to the Issue Pantomath Capital Advisors Private Limited**

Pantomath Nucleus House, Saki-Vihar Road,  
Andheri-East, Mumbai – 400072, Maharashtra, India.  
**Tel:** +91-22 6194 6700  
**Email:** [ipo@pantomathgroup.com](mailto:ipo@pantomathgroup.com)  
**Website:** [www.pantomathgroup.com](http://www.pantomathgroup.com)  
**Investor Grievance Id:** [ipo@pantomathgroup.com](mailto:ipo@pantomathgroup.com)  
**Contact Person:** Punam Thadeshwar/ Bharti Ranga  
**SEBI Registration No:** INM000012110

#### **Statement of inter-se allocation of responsibilities of the BRLM**

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company have appointed the BRLM to manage and procure this Issue.

Pantomath Capital Advisors Private Limited is the sole Book Running Lead Manager to the Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

#### **Investor Grievances**

**Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all issue related queries and for redressal of complaints, investors may also write to the BRLM.**

All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the issue with a copy to the relevant Designated Intermediary(ies) to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary(ies) where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediary(ies) in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹0.50 million, shall use UPI. Eligible Employees and individual investors Bidding under the Non-Institutional Portion Bidding for more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

### **Filing of this Red Herring Prospectus**

The Draft Red Herring Prospectus has been filed with National Stock Exchange of India Limited, Exchange Plaza, C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India

The Draft Red Herring Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub Regulation (5) of SEBI (ICDR), 2018 and Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, in accordance with Regulation 246(1) a copy of the Red Herring Prospectus along with the Material Contracts and Material Documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Delhi, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India at least (3) three working days prior from the date of opening of the Issue.

### **Legal Counsel to the Issue**

#### **M V KINI, Law Firm**

Kini House, Near Citi Bank, D.N. Road, Fort, Mumbai - 400001, Maharashtra, India

**Tel:** +91 22 2261 2527/28/29

**Fax:** +91 22 2261 2530

**E-mail:** [vidisha@mvkini.com](mailto:vidisha@mvkini.com)

**Contact Person:** Vidisha Krishan

**Website:** [www.mvkini.com](http://www.mvkini.com)

### **Registrar to the Issue**

#### **Skyline Financial Services Private Limited**

**Add:** D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi 110020

**Tel:** 011-40450193-197

**Email:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com)

**Website:** [www.skylinerta.com](http://www.skylinerta.com)

**Investor Grievance Id:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

**Contact Person:** Mr. Anuj Rana

### **Statutory Auditor to our Company**

#### **Dharit Mehta & Co., Chartered Accountant**

**Address:** 1601, 16<sup>th</sup> Floor, Himalaya Business Center, B/H BRTS Bus stand, Nr. RTO Circle, 32 ft Ring road, Ahmedabad

**Tel:** +91 98795 49579  
**Email:** dharit@sdmca.in  
**Contact person:** Dharit Mehta  
**Peer Review Number:** 012467  
**Firm Registration Number:** 137728W

#### Changes in Auditors during the last three years

The following changes have taken place in the Auditors during the last three years preceding the date of this Red Herring Prospectus

Name of Auditor	Appointed for the period	Date of Appointment	Date of Resignation	Reason of Change
M/s Raheja & Co., Chartered Accountants (M. No. 022859N) 139, Sector-11, Huda, Panipat, Haryana – 132103, India.	April 01, 2020 to March 31, 2025	December 31, 2020	July 07, 2023	Not holding peer review certificate
M/s Dharit Mehta & Co., Chartered Accountant (FRN 137728W) 1601, 16 <sup>th</sup> Floor, Himalaya Business Center, B/H BRTS Bus Stand, Nr. RTO Circle, 132ft Ring Road, Ahmedabad - 380027	April 01, 2023 to March 31, 2028	July 29, 2023	-	-

#### Bankers to our Company

##### ICICI Bank Limited

Good Earth City Centre, Shop No 75-79, Sector-50, Malibu Towne, Gurgaon-122011, India

**Tel:** 9372507991

**Email:** [shubham.agar@icicibank.com](mailto:shubham.agar@icicibank.com)

**Website:** [www.icicibank.com](http://www.icicibank.com)

**Contact Person:** Shubham Agarwal

#### Public Issue Bank/ Banker to the Issue/ Refund Banker/ Sponsor Bank

##### ICICI Bank Limited

**Address:** Capital Market Division, 5th Floor, HT Parekh Marg, Churchgate, Mumbai - 400020

**Telephone number:** 022- 68052182

**E-mail:** ipocmg@icicibank.com

**Website:** www.icicibank.com

**Contact Person:** Mr. Varun Badai

**SEBI Registration Number:** INBI00000004

#### Syndicate Member

##### Pentagon Stock Brokers Private Limited

(formerly known as Pantomath Stock Brokers Private Limited)

Pantomath Nucleus House, Saki Vihar Road, Andheri East,

Mumbai – 400072, Maharashtra, India

**Tel.:** +91 22 42577000

**Email:** vijay.singh@pentagonbroking.com

**Website:** <https://www.pentagonbroking.com>

**Contact person:** Vijay Singh

**SEBI Registration No:** INZ000068338

#### DESIGNATED INTERMEDIARIES

##### Self-Certified Syndicate Banks

The list of SCSBs is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> on the SEBI website, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which a Bidder (other than an Anchor Investor and RIB using the UPI

Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

### **SCSBs and mobile applications enabled for UPI Mechanism**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, Retail Individual Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

### **Syndicate SCSB Branches**

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

### **Registered Brokers/Collecting Depository Participants/Registrar and Share Transfer Agent**

Bidders can submit ASBA Forms in the Issue using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchange [www.nseindia.com](http://www.nseindia.com) as updated from time to time.

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchange [www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm) respectively, as updated from time to time.

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchange [www.nseindia.com/products/content/equities/ipos/asba\\_procedures.htm](http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm) , respectively, as updated from time to time

### **Registrar to Issue and Share Transfer Agents**

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

### **Collecting Depository Participants**

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

## **Experts**

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Auditor, M/s Dharit Mehta & Co., Chartered Accountants, who holds a valid peer review certificate dated October 15, 2020, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the examination reports on the Restated Consolidated Financial Information and their examination report dated October 21, 2023; and (ii) the statement of special tax benefits dated October 21, 2023 included in this Red Herring Prospectus and such consents have not been withdrawn as on the date of this Red Herring Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## **Appraisal and Monitoring Agency**

As per regulation 262(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the issue size is below ₹ 10,000 Lakhs. Since the issue size is only of ₹ [●] lakhs, our Company has not appointed any monitoring agency for this issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue. Further, our Company has not appointed any appraisal agency for this issue.

## **IPO Grading**

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO Grading agency.

## **Credit Rating**

This being a public Issue of Equity Shares, there is no requirement of credit rating for the Issue.

## **Debenture Trustee**

As this is an Issue consisting only of Equity Shares, the appointment of a debenture trustee is not required for the Issue.

## **Green Shoe Option**

No green shoe option is contemplated under the Issue.

## **Trustees**

As this is an issue of Equity Shares, the appointment of trustees is not required.

## **Book Building Process**

Book building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band has been determined by our Company in consultation with the BRLM in accordance with the Book Building Process, and advertised all edition of the English national newspaper Business Standard, all edition of the Hindi national newspaper Business Standard, and regional edition of the Hindi newspaper being Regional newspaper Gurgaon Mail, Hindi being the regional language of Gurugram, Haryana, where our Registered Office is located at least two working days prior to the Bid/ Issue Opening date. The Issue Price has been determined by our Company in consultation with the BRLM in accordance with the Book Building Process after the Bid/Issue Closing Date. Principal parties involved in the Book Building Process are:

- Our Company;
- The Book Running Lead Manager in this case being Pantomath Capital Advisors Private Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with Nation Stock Exchange and eligible to act as Underwriters. The Syndicate Member(s) was appointed by the BRLM;
- The Registrar to the Issue

- The Escrow Collection Banks/ Bankers to the Issue;
- The Sponsor Bank(s);
- The Designated Intermediaries

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

For further details on the method and procedure for Bidding, see “Issue Structure” and “Issue Procedure” on page 202 and 206, respectively.

**The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in this Issue.**

**Illustration of Book Building and Price Discovery Process** (Investors should note that this example is solely for illustrative purposes and is not specific to the issue) Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per equity share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Price (₹)	Cumulative Bid Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of shares is the price at which the book cuts off, i.e. ₹ 22 in the above example. The Issuer in consultation with the Book Running Lead Manager will finalize the issue price at or below such cut-off price, i.e., at or below ₹ 22. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

#### **Steps to be taken by the Bidders for Bidding:**

1. Check eligibility for making a Bid (see section titled “Issue Procedure” on page 206 of this Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
4. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
5. Ensure that the Bid cum Application Form is duly completed as per instructions given in this Red Herring Prospectus and in the Bid cum Application Form.

#### **Underwriter**



Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated October 17, 2023 and pursuant to the terms of the underwriting agreement; obligations of the underwriter is subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name and Address of the Underwriter <sup>^</sup>	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (Rupees in Lakhs)	% of the Total issue size Underwritten
<b>Pantomath Capital Advisors Private Limited</b> Pantomath Nucleus House, Saki-Vihar Road, Andheri-East, Mumbai – 400072, Maharashtra, India. <b>Tel:</b> +91-22 6194 6700 <b>Email:</b> <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> <b>Website:</b> <a href="http://www.pantomathgroup.com">www.pantomathgroup.com</a> <b>Investor Grievance Id:</b> <a href="mailto:ipo@pantomathgroup.com">ipo@pantomathgroup.com</a> <b>Contact Person:</b> Punam Thadeshwar/ Bharti Ranga <b>SEBI Registration No:</b> INM000012110	Upto 45,00,000*	[●]	100.00
<b>Total</b>	<b>Upto 45,00,000*</b>	<b>[●]</b>	<b>100.00</b>

\*Includes 2,30,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

The abovementioned underwriting commitments are intentionally left blank and will be finalised after pricing of the Issue, the Basis of Allotment and actual allocation in accordance with provisions of the SEBI ICDR Regulations.

#### DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Book Running Lead Manager have entered into an agreement dated October 12, 2023, with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making.

##### **R. K. Stock Holding Private Limited**

A-7, Block B-1, 1<sup>st</sup> Floor, Mohan Co-operative Industrial, BTPS South Delhi, New Delhi-110044

**Tel:** +91 9810046444 / 011 48564444 (281)

**Email:** [navdeep@rkfml.com](mailto:navdeep@rkfml.com) / [compliance@rkfml.com](mailto:compliance@rkfml.com)

**Contact Person:** Mr. Navdeep Varshneya

**SEBI Registration Number:** INZ000211932

R. K. Stock Holding Private Limited, registered with EMERGE platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by National Stock Exchange of India Limited and SEBI in this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified by the stock exchange from time to time and the same shall be updated in Prospectus. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of National Stock Exchange of India Limited and SEBI from time to time.
3. The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of [●]/- the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be ₹ [●]/- until the same, would be revised by National Stock Exchange of India Limited.
4. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the [●] Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
5. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
7. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, R. K. Stock Holding Private Limited is acting as the sole Market Maker.
8. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity share on the Stock Exchange.
9. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on EMERGE Platform of National Stock Exchange of India Limited and market maker will remain present as per the guidelines mentioned under National Stock Exchange of India Limited and SEBI circulars.
10. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.
  - iii. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

No.	Market Price Slab (In ₹)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100s	6
4	Above 100	5

11. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

12. The Market Maker shall have the right to terminate said arrangement by giving one-month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

13. National Stock Exchange of India Limited will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
14. National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

15. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Makers during market making process has been made applicable, based on the issue size and as follows:

<b>Issue size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)</b>	<b>Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)</b>
Up to ₹ 20 Crore	25%	24%
₹ 20 crore to ₹ 50 crore	20%	19%
₹ 50 to ₹ 80 crore	15%	14%
Above ₹ 80 crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / National Stock Exchange of India Limited from time to time.

16. All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## CAPITAL STRUCTURE

The Equity Share capital of our Company, as on date of this Red Herring Prospectus and after giving effect to the Issue is set forth below:

Particulars	Aggregate Value at Face value (in ₹)	Aggregate Value at Issue Price (in ₹)
<b>A. AUTHORISED SHARE CAPITAL<sup>(1)</sup></b>		
2,50,00,000 Equity Shares of ₹ 02 each	5,00,00,000	
<b>B. ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE</b>		
1,05,00,000 Equity Shares of ₹ 02 each	2,10,00,000	[●]
<b>C. PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS <sup>(2)(3)</sup></b>		
Fresh Issue of up to 45,00,000* Equity Shares of face value of ₹ 02 each at a Premium of ₹ [●] each	90,00,000	[●]
<i>Which comprises of:</i>		
Market Maker Portion upto 2,30,000* Equity Shares	4,60,000	[●]*
Net Issue to Public upto 42,70,000* Equity Shares	85,40,000	[●]*
<i>Out of Which:</i>		
QIB Portion of not more than 21,20,000* Equity Shares	40,44,000	[●]*
Non-Institutional Portion of not less than 6,50,000* Equity Shares	13,44,000	[●]*
Retail Portion of not less than 15,00,000* Equity Shares	31,52,000	[●]*
<b>D. Issued, subscribed and paid-up equity share capital after the issue</b>		
1,50,00,000* Equity Shares of ₹ 02 each		[●]
<b>E. Securities premium account</b>		
Before the Issue	2,572.82	
After the Issue		[●]#

\* Subject to finalisation of Basis of Allotment.

#Calculated after considering the impact of issue upto 45,00,000 number of Equity Shares of ₹ 02 each at a premium of ₹ [●] per Equity Share (without adjusting for Issue expenses)

<sup>(1)</sup> For details in relation to change in authorized share capital of our Company since the incorporation, please refer to chapter titled "History and Certain Corporate Matters – Amendments to the Memorandum of Association.

<sup>(2)</sup> The Issue has been authorized by the Board of Directors of the Company vide a resolution passed at its meeting held on July 07, 2023 and by the shareholders of our Company vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at an Annual General Meeting held on July 29, 2023.

### 1. Share Capital history of our Company

#### a) Details of change in authorised share capital since incorporation

Since the incorporation of our company, the authorised share capital of our company has been altered in the manner set forth below:

Particulars of Change		Date of Shareholder's Meeting	AGM / EGM
Increased / Reclassified from	Increased / Reclassified to		
The authorized share capital of our Company on incorporation comprised of ₹1,00,000 divided into 10,000 Equity Shares of ₹10 each		On Incorporation May 24, 2019	-
₹1,00,000 consisting of 10,000 Equity Shares of ₹10 each.	₹5,00,000 consisting of 50,000 Equity Shares of ₹10 each.	March 06, 2020	EGM
₹5,00,000 consisting of 50,000 Equity Shares of ₹10 each.	₹5,00,00,000 consisting of 50,00,000 Equity Shares of ₹10 each.	March 21, 2023	EGM

Our Company vide ordinary resolution of Shareholders passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹02 each and incidental change in authorized equity share capital of the Company from 50,00,000 Equity Shares of ₹10 each, to 2,50,00,000 Equity Shares of ₹ 02 each.

**b) The following table sets forth the history of the Equity Share Capital of our Company:**

Date of allotment of Equity Shares	No. of Equity Shares Allotted	Face Value per Equity Share (in ₹)	Issue Price Per Equity Share (in ₹)	Nature of consideration	Reasons/ Nature of allotment	Cumulative no. of Equity Shares	Cumulative paid-up Equity Share Capital (in ₹)
At Incorporation May 24, 2019	10,000	10	10	Cash	Subscription to MoA <sup>(i)</sup>	10,000	1,00,000
July 15, 2020	30,500	10	10	Cash	Rights issue <sup>(ii)</sup>	40,500	4,05,000
May 03, 2021	1,250	10	10	Cash	Rights issue <sup>(iii)</sup>	41,750	4,17,500
March 31, 2023	6,11,110	10	135	Cash	Conversion of Unsecured loan to Equity shares <sup>(iv)</sup>	6,52,860	65,28,600
April 12, 2023	1,73,333	10	135	Cash	Conversion of Unsecured loan to Equity shares <sup>(v)</sup>	8,26,193	82,61,930
May 30, 2023	3,53,807	10	135	Cash	Preferential Allotment <sup>(vi)</sup>	11,80,000	1,18,00,000
June 16, 2023	9,20,000	10	135	Cash	Preferential Allotment <sup>(vii)</sup>	21,00,000	2,10,00,000

Our Company vide ordinary resolution of Shareholders passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹ 02 each and incidental change in the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 21,00,000 equity shares of ₹ 10 each to 1,05,00,000 Equity Shares of ₹ 02 each.

- (i) Allotment to S A R Venture Private Limited (5,000 Equity Shares), Deepak Choudhary (5,000 Equity Shares) pursuant to initial subscriber of MoA under Companies Act, 2013;
- (ii) Total 30,500 Equity shares allotted to S A R Venture Private Limited (20,000 Equity Shares), Anu Tandon (3,500 Equity Shares), Sheveta Chaudhary (3,500 Equity Shares), Sonal Mathur (3,500 Equity Shares);
- (iii) Total 1,250 Equity shares allotted to Mamta Gattani (650 Equity Shares), Ajay Gattani (600 Equity Shares);
- (iv) Total 6,11,110 Equity shares allotted to Manan Garg (18,518 Equity Shares), M.G Metalloy Private Limited (5,92,592 Equity Shares);
- (v) Total 1,73,333 Equity shares allotted to Atul Mathur (96,296 Equity Shares), Praveen Tandon (77,037 Equity Shares);
- (vi) Total 3,53,807 Equity shares allotted to Rahul Sahdev (3,51,113 Equity Shares), Deepak Choudhary (2,694 Equity Shares);
- (vii) Total 9,20,000 Equity shares allotted to Rahul Sahdev (3,20,000 Equity Shares), M.G Metalloy Private Limited (6,00,000 Equity Shares);

**2. Issue of Equity Shares for consideration other than cash or out of revaluation reserves and through bonus issue:**

Our Company has not done any issue of Equity Shares for consideration other than cash or out of revaluation reserves at any point of time.

**3. Issue of Equity Shares pursuant to any schemes of arrangement.**

Our Company has not allotted any Equity Shares pursuant to any scheme of amalgamation approved under Sections 230 to 234 of the Companies Act, 2013.

**4. Issue or transfer of Equity Shares under employee stock option schemes.**

Our Company has not issued or transferred any Equity Shares under any employee stock option scheme.

**5. Issue of shares at a price lower than the Issue Price in the last year.**

Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus which may be lower than the Issue Price.

**6. Shareholding pattern of our Company**

The table below represents the shareholding pattern of our Company as on the date of this Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. of Shareholders (II I)	No. of fully paid-up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying depository receipts (VI)	Total No. of shares held (VII) = (IV)+(V)+ ( +VI)	Share holding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares underlying outstanding convertible securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities No. (a)	No. of locked-in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								Class (Equity)	Total	Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter and Promoter Group	01	92,18,525	87.80	-	92,18,525	87.80	92,18,525	92,18,525	87.80	-	87.80	-	-	-	-	92,18,525
(B)	Public	07	12,81,475	12.20	-	12,81,475	12.20	12,81,475	12,81,475	12.20	-	12.20	-	-	-	-	12,81,475
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>TOTAL</b>	<b>08</b>	<b>1,05,00,000</b>	<b>100.00</b>	<b>-</b>	<b>1,05,00,000</b>	<b>100.00</b>		<b>1,05,00,000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,05,00,000</b>

**Notes-**

- As on date of this Red Herring Prospectus 1 Equity share holds 1 vote. We have only one class of Equity Shares of face value of ₹ 02 each.
- We have entered into tripartite agreement with CDSL & NSDL.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange before commencement of trading of such Equity Shares.

## 7. Other details of shareholding of our Company:

- a) Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Red Herring Prospectus:

Sr. No.	Name of the Shareholders	No. of Equity Shares of Face value ₹02 each	% of Pre-Issue Equity Share Capital
1.	M.G Metalloy Private Limited	92,18,525	87.80%
2.	Atul Mathur	4,81,480	4.59%
3.	Praveen Tandon	3,67,685	3.50%
4.	Deepak Chaudhary	2,04,720	1.95%
	<b>Total</b>	<b>1,02,72,410</b>	<b>97.83%</b>

- b) Particulars of shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Red Herring Prospectus:

Sr. No.	Name of the Shareholders	No. of Equity Shares of Face value ₹02 each	% of Pre-Issue Equity Share Capital
1.	M.G Metalloy Private Limited	92,18,525	87.80%
2.	Atul Mathur	4,81,480	4.59%
3.	Praveen Tandon	3,67,685	3.50%
4.	Deepak Chaudhary	2,04,720	1.95%
	<b>Total</b>	<b>1,02,72,410</b>	<b>97.83%</b>

- c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (01) years prior to filing of this Red Herring Prospectus:

Sr. No.	Name of the Shareholders	No. of Equity Shares of Face value ₹10 each	% of Pre-Issue Equity Share Capital
1.	S A R Venture Private Limited	31,250	74.85%
2.	Anu Tandon	3,500	8.38%
3.	Sheveta Chaudhary	3,500	8.38%
4.	Sonal Mathur	3,500	8.38%
	<b>Total</b>	<b>41,750</b>	<b>100.00%</b>

- d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Red Herring Prospectus:

Sr. No.	Name of the Shareholders	No. of Equity Shares of Face value ₹10 each	% of Pre-Issue Equity Share Capital
1.	S A R Venture Private Limited	30,000	71.86%
2.	Anu Tandon	3,500	8.38%
3.	Sheveta Chaudhary	3,500	8.38%
4.	Sonal Mathur	3,500	8.38%
5.	Mamta Gattani	650	1.56%
6.	Ajay Gattani	600	1.44%
	<b>Total</b>	<b>41,750</b>	<b>100.00%</b>

- e) None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Red Herring Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

- f) Our Company has not made any initial public issue of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Red Herring Prospectus.

8. Our Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis.



However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

#### 9. Details of build-up of our Promoter's equity and preference shareholding in our Company:

As on the date of this Red Herring Prospectus, our promoter is M.G Metalloy Private Limited

##### History of Equity Share capital held by the Promoter:

At the time of incorporation of company, our Promoters were Deepak Chaudhary and S A R Venture Private Limited holding 5,000 Equity Shares and 5,000 Equity Shares respectively (aggregately holding 10,000 Equity Shares), constituting 50.00% and 50.00% respectively comprising of 100.00% of the issued, subscribed and paid-up Equity Share capital of our Company.

As on the date of this Red Herring Prospectus, our promoter M.G Metalloy Private Limited, holding 92,18,525 Equity Shares constituting 87.80% of the issued, subscribed and paid-up Equity Share capital of our Company. The build-up of shareholding of Promoter is as follows:

##### 1. M.G Metalloy Private Limited

Date of Allotment / Transfer and Date when made Fully Paid up	No. Equity Shares Allotted / Transferred	Face Value per Equity Share (in ₹)	Issue/ Acquisition/ Transfer Price per Equity Share (in ₹)	Consideration	Nature of Transaction	% of Pre-Issue Paid up Capital	% of Post-Issue Paid up Capital
March 31, 2023	5,92,592	10	135	Cash	Conversion of Unsecured loan to Equity shares	28.22%	[●]
June 16, 2023	6,00,000	10	135	Cash	Private Placement	28.57%	[●]
July 03, 2023	6,51,113	10	135	Cash	Transfer of shares from Rahul Sahdev	31.01%	[●]
<b>Total</b>	<b>92,18,525</b>					<b>87.80%</b>	<b>[●]</b>

Our Company vide ordinary resolution of Shareholders passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹ 02 each. Accordingly, the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 21,00,000 equity shares of ₹ 10 each to 1,05,00,000 Equity Shares of ₹ 02 each. Consequently, 18,43,705 Equity Share of face value of ₹ 10 each held by M.G Metalloy Private Limited were divided into 92,18,525 Equity Share of face value of ₹ 02 each.

10. As on the date of this Red Herring Prospectus, the Company has eight (08) members/shareholders.

11. On the date of this Red Herring Prospectus, none of the members of the Promoter Group holding the shares of our company.

12. Except as stated below, the Promoter, Directors of our Company and their relatives have not undertaken purchase or sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Red Herring Prospectus is filed with SEBI.

Date of Allotment / Transfer and Date when made Fully Paid up	No. Equity Shares Allotted / Transferred	Face Value per Equity Share (in ₹)	Issue/ Acquisition/ Transfer Price per Equity Share (in ₹)	Consideration	Nature of Transaction	% of Pre-Issue Paid up Capital	% of Post-Issue Paid up Capital
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July 01, 2023	31,250	10	60	Cash	Transfer of shares from S A R Venture Private Limited to Deepak Chaudhary	1.49%	[●]
July 01, 2023	3,500	10	60	Cash	Transfer of shares from Sonal Mathur to Deepak Chaudhary	0.17%	[●]
July 01, 2023	3,500	10	60	Cash	Transfer of shares from Praveen Tandon to Deepak Chaudhary	0.17%	[●]
July 03, 2023	6,51,113	10	135	Cash	Transfer of shares from Rahul Sahdev to M.G Metalloy Private Limited	31.01%	[●]

13. There are no financing arrangements wherein the Promoter, the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six (06) months immediately preceding the date of filing of this Red Herring Prospectus.

#### 14. Details of Promoter's Contribution Locked

Pursuant to Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of 20% of the post-Issue Equity Share capital of our Company held by our Promoter shall be considered as Promoter's Contribution ("Promoters Contribution") and shall be locked-in for a period of three years from the date of Allotment of Equity Shares issued pursuant to this Issue. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoter has given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting 20% of the post Issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue. The Equity Shares which are being locked in for 3 (three) years from the date of Allotment are as follows:

No. of Equity Shares Locked in*	Face Value (in ₹)	Issue/ Acquisition Price	Date of Allotment/Acquisition and when made fully paid-up	Nature of Allotment/ Transfer	% of post-Issue paid-up capital**	Lock in period
<b>M.G Metalloy Private Limited</b>						
[●]	[●]	[●]	[●]	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]	[●]	[●]	[●]

\* All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares

\*\* Subject to finalisation of Basis of Allotment.

- a) Our Promoter has given consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-issue Equity Share capital of our Company as the Minimum Promoters' Contribution. Our Promoter has agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Minimum Promoters' Contribution from the date of filing of this Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations;

- b) As per regulation 237 of the SEBI ICDR Regulations, the Equity Shares offered for Minimum Promoter's Contribution do not include (i) Equity Shares acquired in the 3 (three) immediately preceding years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets, (ii) Equity Shares resulting from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of Minimum Promoter's Contribution;
- c) The Minimum Promoter's Contribution does not include any Equity Shares acquired during the immediately preceding 1 (one) year at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- d) The Equity Shares offered for Minimum Promoter's Contribution are not subject to any pledge in favour of any creditor.

#### **I. Details of Promoters' contribution locked in for 1 (one) year:**

Unless provided otherwise under applicable law, pursuant to the Regulations 238 (b) & 239 of SEBI ICDR Regulations, the entire pre-issue capital of our Company (including those Equity Shares held by our Promoter in excess of the Minimum Promoter's Contribution) shall be locked-in for a period of 1 (one) year from the date of Allotment or such other minimum lock-in period as may be prescribed under the SEBI ICDR Regulations.

#### **II. Inscription or recording of non-transferability**

In terms of Regulation 241 of the SEBI ICDR Regulations, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock - in period and in case such equity shares are dematerialized, the Company shall ensure that the lock - in is recorded by the Depository.

#### **III. Pledge of locked-in specified securities**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoter can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the issue and pledge of equity shares is one of the terms of sanction of the loan;
- b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

#### **IV. Transferability of Locked in Equity Shares**

Pursuant to Regulation 243 of the SEBI ICDR Regulations, subject to the provisions of Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, the specified securities held by the promoter and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer and the specified securities held by persons other than the promoter and locked-in as per regulation 239 may be transferred to any other person (including promoter or promoter group) holding the specified securities which are locked-in along with the securities proposed to be transferred.

Provided that the lock-in on such specified securities shall continue for the remaining period with the transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated in these regulations has expired

**15.** This is a fresh issue of Equity Shares and accordingly, no selling shareholders are involved in this Issue.

16. Our Company, our Promoter, our Directors and the BRLM have no existing buyback arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.
17. All securities offered through this Issue shall be made fully paid up (if applicable), or may be forfeited for non-payment of calls within 12 (twelve) months from the date of allotment.
18. All Equity Shares issued pursuant to the issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus.
19. As on the date of this Red Herring Prospectus, the BRLM and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLM and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
20. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus. Further, as on date of this Red Herring Prospectus, our Company does not have any paid-up preference share capital.
21. The post-issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.
22. There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Red Herring Prospectus.
23. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
24. There neither has been nor will there be any further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.
25. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
26. Our Company shall ensure that any transactions in Equity Shares by our Promoter during the period between the date of filing this Red Herring Prospectus and the date of closure of the issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.
27. Our Promoter will not participate in the purchase of Equity Shares in Issue.
28. Following are the details of Equity Shares of our Company held by our Directors, Key Management Personnel:

<b>Sr. No.</b>	<b>Name of the Shareholders</b>	<b>No. of Equity Shares</b>	<b>% of Pre-Issue Equity Share Capital</b>
1.	Praveen Tandon	3,67,685	3.50%
2.	Rahul Sahdev	1,00,000	0.95%

29. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
30. Except for the allotment of Equity Shares pursuant to the Issue, the Company may intend or propose to alter its capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential

basis or by way of issue of bonus issue or on a rights basis or by way of further public issue of Equity Shares or qualified institutional placements or otherwise. However, Our Company is in expansion phase and may need additional capital to fund existing/ and or future organic and/ or inorganic expansion. Therefore, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the Issue appropriately in due compliance with the applicable statutory provisions. However, if the Company enters into any acquisitions, joint ventures or other arrangements, the Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use the Equity Shares as currency for acquisition or participation in such joint ventures.

- 31.** All Equity Shares of the Company held by the Promoter are in dematerialised form.

## OBJECTS OF THE ISSUE

### REQUIREMENT OF FUNDS

The proceeds from the Issue, after deducting the Issue related expenses, are estimated to be ₹ [●] lakhs (the “**Net Proceeds**”).

Our Company proposes to utilize the Net Proceeds towards funding of the following objects:

1. Installation of 5G/4G towers (hereinafter referred to as the “**Project**”);
2. Full or part repayment and /or prepayment of certain outstanding secured borrowings (including foreclosure charges, if any) availed by our Company;
3. Funding the working capital requirements of our Company; and
4. General Corporate Purposes (GCP).

(Collectively, referred to herein as the “**Objects**”)

Additionally, we believe that the listing of Equity Shares will enhance our Company’s corporate image, brand name and create a public market for our Equity Shares in India.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

### ISSUE PROCEEDS

The details of the proceeds from the Issue are set out in the following table:

Particulars	Estimated amount <sup>(1)</sup>
Gross Proceeds from the Issue	[●]
(Less) Issue related expenses <sup>(1)(2)</sup>	[●]
<b>Net Proceeds <sup>(1)</sup></b>	<b>[●]</b>

<sup>(1)</sup> To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.

<sup>(2)</sup> The issue related expenses shall vary depending upon the final issue Size and the allotment of Equity Shares.

### UTILIZATION OF NET PROCEEDS

The Net Proceeds are proposed to be used in the manner set out in the following table:

Sr. No.	Particulars	Estimated Amount
1.	Installation of 5G/4G towers (hereinafter referred to as the “ <b>Project</b> ”);	1,239.00
2.	Full or part repayment and /or prepayment of certain outstanding secured borrowings (including foreclosure charges, if any) availed by our Company	78.90
3.	Funding the working capital requirements of our Company;	450.00
4.	General Corporate Purposes (GCP) <sup>(1)</sup>	[●]

<sup>(1)</sup> To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

### Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(₹ in lakhs)			
Sr. No.	Particulars	Total Estimated Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds in Fiscal 2024
1	Installation of 5G/4G towers (hereinafter referred to as the “Project”) <sup>^</sup>	1,239.00	1,239.00
2	Full or part repayment and /or prepayment of certain outstanding secured borrowings (including foreclosure charges, if any) availed by our Company	78.90	78.90
3	Funding the working capital requirements of our Company;	450.00	450.00
4	General Corporate Purposes (GCP)#	[•]	[•]
<b>Total</b>		<b>[•]</b>	<b>[•]</b>

<sup>^</sup>Total estimated capital cost as per the Detailed Project Report (DPR) dated October 23, 2023 certified by M/s TSK & Associates, Chartered Accountants for the Proposed Project;

<sup>#</sup>To be finalised upon determination of Issue Price and updated in the Prospectus prior to filing with the RoC. The amount shall not exceed 25% of the Net Proceeds.

The fund requirements, proposed deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, internal management estimates, current and valid quotations from suppliers and contractors, and other commercial and technical factors. However, such fund requirements and deployment of funds have not been verified by any bank or financial institution. The Detailed Project Report (DPR) dated October 23, 2023 has been certified by M/s TSK & Associates, Chartered Accountants for the proposed Project. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, negotiation with vendors, variation in cost estimates on account of factors, including changes in design or configuration of the project, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws. Our historical capital expenditure may not be reflective of our future capital expenditure plans.

In the event of the estimated utilisation of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilised for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Further if the actual utilisation towards any of the objects is lower than the proposed deployment, such balance will be used for funding future growth opportunities, and/or towards funding any of the other existing objects (if required), and/or general corporate purposes within the permissible limit in accordance with applicable law.

### Means of finance

The fund requirements for the aforesaid Objects are proposed to be met entirely from the Net Proceeds and existing internal accruals. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VIII and Regulation 230 of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of estimated means of finance for Net Proceeds are set forth below.

(₹ in lakhs)

Sr. No.	Particulars	Total Estimated Amount to be funded from the Net Proceeds	Estimated Utilisation of Net Proceeds in Fiscal 2024
1	Installation of 5G/4G towers (hereinafter referred to as the “Project”) <sup>^</sup>	1239.00	1239.00
2	Full or part repayment and /or prepayment of certain outstanding secured borrowings (including foreclosure charges, if any) availed by our Company	78.90	78.90
3	Funding the working capital requirements of our Company;	450.00	450.00
4	General Corporate Purposes (GCP)#	[•]	[•]
	<b>Total</b>	<b>[•]</b>	<b>[•]</b>

<sup>^</sup>Total estimated capital cost as per the Detailed Project Report (DPR) dated October 23, 2023 certified by M/s TSK & Associates, Chartered Accountants for the Proposed Project;

<sup>#</sup>To be finalised upon determination of Issue Price and updated in the Prospectus prior to filing with the RoC. The amount shall not exceed 25% of the Net Proceeds.

#### Details of the Objects

The details of the Objects of the Issue are set out below:

#### 1. Funding the capital expenditure for the proposed Project

The company has capability to Construct 4G and 5G Towers which are onward leased to Telecom companies. SAR, is registered with DOT and having IP1 license with permission to lease out own build sites i.e. GBT/RTT/Pole sites and ODSC. We bring in Professional Experiences to deliver the Solutions and Services with no Compromise on Quality and Deliverables. SAR is already having installed 125, 108 and 140 number of towers in the year 2020-21, 2021-22 and 2022-23 respectively which are leased onward to Airtel. We have entered into a term sheet with telecom giants like AIRTEL, Vodafone Idea Limited (VIL) etc. The company is planning to install another 300 number of 5G/4G Towers in next year based on Letter of Intent received.

Our Company proposes to deploy an aggregate amount of ₹ 1,239 lakhs to install 300 new towers.

Cost estimation of setting up these 300 towers:

No. of Towers	Cost per Tower ( ₹ in lakhs)*	Total Cost ( ₹ in lakhs)
300	4.13	1,239.00

\*The Cost estimation per tower is as set forth below:

Description	Quantity	Rate	Cost per Tower (Amount in ₹)	Name of Supplier	Date of Quotation	Validity of Quotation
SMPS with 4 Batteries	1	2,35,000	2,35,000	Talent Hub Services Private Limited	August 02, 2023	December 31, 2024
Pole	1	45,000	45,000			
Civil work, Electrical work and installation	-	70,000	70,000			
<b>Total Site cost</b>			<b>3,50,000</b>			
Add : GST@18%			63,000			
<b>Total Cost</b>			<b>4,13,000</b>			

Our Company has identified the plant and machinery to be purchased for the proposed project and obtained quotations but we are yet to place order for 100% of the plant and machinery.

The Company does not propose to utilise the Proceeds of the Issue to procure any “second-hand” equipment.

Infrastructure facilities for raw materials and utilities like water, electricity, etc. –

- Materials: The materials like poles, SMPS, batteries, electrical equipment, etc. will be sourced locally from domestic markets. Alternatively, the vendor appointed for tower installation is entrusted



- with the task of sourcing the raw materials.
- ii. Water: There is no requirement of water to carry is required to carry out installation of proposed towers
  - iii. Electricity: The towers require supply of electrical power to function effectively. The same will be sourced from regional and local electricity transmission grids operated by the various state electricity providers. The same will be available from the premises where the installation is being carried out.

Our Company has already entered into Term sheet with Bharti Airtel Limited and Vodafone Idea Ltd (VIL) for setting up of 4G/5G Towers. As a part of the process, they intimate us the probable list of site locations for the proposed installation of 4G/5G Towers. Thereafter, our marketing teams identify the exact location and carry out the lease agreement with the owner. Once the specific location is identified and the lease agreement is executed with the owner, tower is installed and leased to our customers. As on date, we have installed 373 towers. Further, our Company has obtained LOI for additional 330 towers, out of which 41 LOIs are from Bharti Airtel Limited & 289 LOIs are from VIL.

As on date, we are working on 41 locations for Bharti Airtel Limited as under:

Sr. No.	Circle	Site ID	Site Name
1	Andaman	HP0060	Haddo Junction
2	Andaman	WBSML-684	Bambooflat-colony
3	Bihar	BSSAS-04	Mubarakganj
4	Bihar	BSGAY-15	Chand Chauka
5	Bihar	BSDEH-04	Jakhi Bigha
6	Bihar	BSDEH-06	Old GT Road
7	Bihar	BSSAS-05	Naykagaon, Gandhi Path
8	Bihar	BSRTS-01	Akbarpur
9	Bihar	BSGAY-19	Balapur
10	Bihar	BSMUZ-37	Rambag Chauri
11	Bihar	BSSAS-01	Fazal gang
12	Bihar	BSMUZ-34	Shukla Road
13	Bihar	BSKAT-08	Gami Tola
14	Bihar	BSGAY-17	Janta Colony
15	Jharkhand	JSHAZ-02	Geeta Science Inter Mahavidyalaya
16	Jharkhand	JSBOK-07	Azad nagar
17	Jharkhand	JSBHG-01	Kauri khatuna
18	Jharkhand	JSDHA-04	Jharia
19	Uttar Pradesh East	SKNP104	Chamanganj Zakariya
20	Uttar Pradesh East	SVNS116	Lal Ghat
21	Uttar Pradesh East	ULUK45	Sardari Khera
22	West Bengal	S749	Maniktala Bazar
23	West Bengal	S152	Bireshpally
24	West Bengal	VINO	Vinod Electric
25	West Bengal	GOSW	Goswami Street
26	West Bengal	CBAD	Chapadali Barasat Airtel Distrubutor Point
27	West Bengal	S703	Picnic Garden Road
28	West Bengal	S772	Paschimputiari
29	West Bengal	S847	Behala Sasan Kalitala
30	West Bengal	S856	BEHALA ADARSHA PALLY_Loc-2
31	West Bengal	S274	City mall barasat
32	West Bengal	S610	Horo Kumar Tagor Squar
33	West Bengal	WBSML-699	Nr. St. Xaviers Sch.
34	West Bengal	WBSML-710	Congress Bhawan
35	West Bengal	S870	Ichapur
36	West Bengal	S691	Raghunathpur
37	West Bengal	T190	Shyam lal lane Garden
38	West Bengal	T279	Patterson Road
39	West Bengal	T285	Near Nabankur durga Mandap

40	West Bengal	HP0231	Circus Maidan 1_HPSC
41	West Bengal	HP0196	Memari Hospital More_HPSC

Our company has also obtained the Letter of Intent from VIL to install 289 number of additional towers in FY24 along with locations specified therein.

A gist of the location wise sites for VIL are as under:

S.NO.	No of Sites	Location
1	31	Faridabad. Haryana
2	61	Gurugram, Haryana
3	24	Ghaziabad, Uttar Pradesh
4	34	Noida, Uttar Pradesh
5	139	Delhi
<b>Total</b>	<b>289</b>	

Considering the above details of the additional towers to be installed for Bharti Airtel Limited and VIL, our Company presently holds LOIs to the tune of 330 towers.

The actual amount spent on installation of any given tower well as the total estimated cost for setting up all these towers may vary depending on the final number of poles installed, location, specification, additional equipments and prevailing installation cost at the time of installation. The Company does not propose to utilise the Proceeds of the Issue to procure any “second-hand” equipment.

**2. Full or part repayment and /or prepayment of certain outstanding secured borrowings (including foreclosure charges, if any) availed by our Company**

Given the nature of borrowings and the terms of repayment/prepayment, the aggregate outstanding borrowing amount may vary from time to time. The amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Payment of foreclosure charges, prepayment penalty, if any, and other related costs shall be made by us out of the Net Proceeds. If the Net Proceeds are insufficient for making payments for such foreclosure charges, pre-payment penalties, such excessive amount shall be met from our existing internal accruals.

Our Company has availed working capital loan and Term Loan of upto ₹ 120.00 lakhs and ₹ 15.00 lakhs respectively from ICICI Bank via their Sanction Letter dated September 30, 2022 and October 26, 2022 respectively. Our Company proposes to repay the aforementioned loan out of the Net Proceeds. As on October 15, 2023, our Company had outstanding loan of ₹ 117.92 lakhs and ₹ 10.75 lakhs towards the said facility, out of which ₹ 78.90 lakhs is proposed to be repaid out of the Net Proceeds.

Sr. No.	Name of the Lender	Nature of Facility	Date of the Latest Sanction Letter	Sanctioned Amount	Outstanding Amount as at October 15, 2023	Rate of Interest (%)	Purpose of loan
				(₹ in lakhs)	(₹ in lakhs)		
1	ICICI Bank Limited	Working Capital /CC/FDOD	30-09-2022	120.00	117.92	15.00	Working Capital
2	ICICI Bank Limited	Term Loan	26-10-2022	15.00	10.75	15.00	General Business loan
Total Outstanding Amount (₹ in lakhs)					<b>128.67</b>		
Repayment from the Net Proceeds (₹ in lakhs)					<b>78.90</b>		

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, we have obtained a certificate dated October 23, 2023, from the Statutory Auditors M/s Dharit Mehta & Co., Chartered Accountants,

certifying that the borrowings have been utilised towards the purposes for which such borrowings were availed by us.

We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness on a consolidated basis, reduce debt servicing costs, improve our debt to equity ratio and enable utilisation of our accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

In case we are unable to raise the Issue Proceeds till the due date for repayment of any of the above-mentioned portion of the loans, the funds earmarked for such repayment may be utilised for payment of future instalments of the above-mentioned loan or other loan for an amount not more than the amount mentioned above.

### 3. Funding the working capital requirements of our Company

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, financing from various banks and financial institutions and unsecured loans. For further details, please refer to the chapter titled “Financial Indebtedness” beginning on page 160 of this Red Herring Prospectus.

The details of Company’s working capital as at March 31, 2023, 2022 and 2021 and the source of funding, on the basis of Restated Consolidate Financial Information, as signed by our Statutory Auditor, M/s Dharit Mehta & Co., Chartered Accountants, vide their report dated October 23, 2023 are provided in the table below:

(₹ in lakhs)

Particulars	March 31, 2023 (Actual)	March 31, 2022 (Actual)	March 31, 2021 (Actual)
Current Assets			
(a) Trade Receivables	135.08	84.20	39.40
(b) Cash and bank balances	57.97	0.44	3.13
(c) Other Current Assets	142.15	41.05	12.21
Total Current Assets (A)	335.20	125.69	54.74
Current Liabilities			
(a) Short term borrowing	-	69.48	-
(a) Trade Payables	75.37	53.57	9.10
(b) Other Current Liabilities	85.18	5.43	1.52
(c) Provisions	58.60	22.47	8.82
Total Working capital Requirement (A-B)	116.05	-25.25	35.30
Funding Pattern			
Working Capital Funding from Banks	116.05	-	35.30
Internal Accruals	-	-25.26	-

Rationale for increase in working capital requirement:

- a) We have 373, 233 and 125 number of towers installed as on March 31, 2023, March 31, 2022 and March 31, 2021 respectively as under:

Financial Year	Opening (No of Towers)	Additions (Number of Tower added)	Closing (No of Towers as on closing date of FY)
2021	-	125	125
2022	125	108	233
2023	233	140	373

Change in current assets in fiscal 2023 from fiscal 2022 by 166.67% to Rs. 355.19 lakhs from Rs. 125.69 lakhs, Change in fiscal 2022 from fiscal 2021 by 129.60% to Rs. 125.69 lakhs from Rs. 54.74 lakhs. This increase was majorly due to TDS receivable by Rs. 37.65 lakhs in fiscal 2023 and Rs. 37.65 lakhs in fiscal 2022, increase in advance to other by Rs. 72.87 lakhs in fiscal 2023, Prepaid expenses increased in fiscal 2023 by 100% to Rs. 5.54 lakhs.

Change in current liabilities in fiscal 2023 from fiscal 2022 by 45.20% to Rs. 219.18 lakhs from Rs. 150.95 lakhs.

Change in fiscal 2022 from fiscal 2021 by 676.49% to Rs. 150.95 lakhs from Rs. 19.44 lakhs. Trade payable and other liabilities have been more or less in the similar range.

Further since telecom being an ever evolving industry, availability of critical networking equipment very important for successful implementation of projects. In order to have the availability on time we have reduced the payable days from 70 days in FY 2022 to 28 days in FY 2023, which increase our working capital requirement.

- b) Further in continuation of our existing trend as discussed above, we would be following the same trend and will be paying our supplier as an when delivery is made. Which will effectively bring our payable days to 1 in FY24.

In our business, significant amounts of working capital are required towards meeting for day to day business expenses like advances for the new sites, salary, electricity expenses, lease rental, security deposit. The level of Working capital requirement is directly in proportion to the number of towers installed by the Company. Our Company has been managing its working capital requirements through the internal accruals and working capital limits from banks in the past three years. The working capital gap has increased over the past 3 years on account of the increased scale of operations resulted from increase in number of tower in y-o-y basis. The list of increase in the tower vis a vis increase in the revenue is depicted as under:

Financial Year	No of Towers	Incremental Number of Towers	Revenue from tower installation (Rs. in Lakhs)	% Increase in Revenue
2021	125	-	90.71	-
2022	233	108	472.89	421.32%
2023	373	140	642.99	35.97%

With additional towers expected to be installed in the current year, our company is expecting increase in the working capital requirements as under:

- 1. Order Book:** We have recently secured LOIs to the tune of installation of 300 towers in addition to the existing 373 towers. With the installation and leasing out these towers, our requirements for the Working Capital shall increase to meet the incremental maintenance cost, incremental salaries, incremental lease rentals and other day to day expenses.
- 2. Upgradation of Towers:** We are required to carry out the regular up-dation of towers with installation of new equipment from time to time. Up-gradation are required to be carried out on regular basis to keep the technology up to date. The cost of these upgradation is met through the working capital of the Company. With the increase in the towers, the upgradation cost of the towers is expected to increase leading to increased requirements of the Working Capital for FY'24 and onwards.
- 3. Full operations of the existing towers:** In FY'23, we have installed 140 new towers in FY'23 and these towers will be operational for full 12 months in the current year leading to increased requirements of working capital in FY 24.
- 4. Retentions:** Invoices raised by our company are subject to retentions/deduction like TDS etc which are realised in next financial year leading to blockage of the working capital in these retentions. With the increased billings expected, the retention is expected to increase.

#### Basis of estimation of working capital requirement

In light of the incremental business requirements, our Company requires additional working capital for funding its working capital requirements in the Fiscal 2024. On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated August 29, 2023 has approved the business plan for the Fiscal 2024 and the proposed funding of such working capital requirements as set forth below:

(₹ in lakhs)

Particulars	March 31, 2024 (Projected)
<b>Current Assets</b>	
(a) Trade Receivables	450.13
(b) Cash and bank balances	61.60
(c) Other Current Assets	448.89
<b>Total Current Assets (A)</b>	<b>960.62</b>
<b>Current Liabilities</b>	
(a) Short term borrowing	-
(a) Trade Payables	17.00
(b) Other Current Liabilities	25.00
(c) Other financial liabilities & Provisions	230.89
<b>Total Current Liabilities (B)</b>	<b>272.89</b>
<b>Total Working capital Requirement (A-B)</b>	<b>687.73</b>
<b>Funding Pattern</b>	
Internal Accruals	237.73
IPO Proceeds	450.00

#### Assumptions for Holding Levels

(In days)

Particulars	Holding Level for Fiscal 2021 (Actual)	Holding Level for Fiscal 2023 (Actual)	Holding Level for Fiscal 2023 (Actual)	Holding Level for Fiscal 2024 (Projected)
<b>Current Assets</b>				
Trade Receivables	156	65	76	59
<b>Current Liabilities</b>				
Trade Payables	37	70	28	1

#### Justification for “Holding Period” levels

The justifications for the holding levels mentioned in the table above are provided below:

Trade receivables	Trade receivables were at 156 days, 65 days and 76 days in Fiscal 2021, 2022 and 2023 respectively. Trade Receivables has been assumed as 59 days since our company raised a bill to telecom operators on 1st week of every month and this bill goes for checking and authorization at various level so which generally take 30 to 40 days and since majority of our tower are expected to be operated in 2nd half of current financial year so therefore the trade receivable as 59 days has been assumed which is expected to come down in next Fiscal as 30 to 35 days.
Trade Payables	Trade payable was at 37 days, 70 days and 28 days in Fiscal 2021, 2022 and 2023 respectively. Trade payable, with the availability of the adequate working capital we are projecting to purchase material on cash basis/advance basis so therefore dependence of creditors is expected to come down drastically so therefore the holding level of creditors has been assumed as 1 days for the Fiscal 2023-2024.

Our Company proposes to utilize ₹ 450 lakhs out of the Net Proceeds in the Fiscal 2024 towards our working capital requirements. The balance portion of our working capital requirement for the Fiscal 2024 will be arranged from internal accruals and network.

#### 4. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] Lakhs towards general corporate purposes, subject to such utilisation not exceeding 25% of the Gross Proceeds of the Issue, in compliance with

SEBI ICDR Regulations. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- a) strategic initiatives
- b) brand building and strengthening of marketing activities; and
- c) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “*General Corporate Purposes*” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

### Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] Lakhs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expense, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as under:

Expenses*	Estimated expenses <sup>(1)</sup>	As a % of the Total estimated Offer expenses	As a % of the Total Offer Size <sup>(2)</sup>
Fees payable to Book Running Lead Manager (inclusive of underwriting commission and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer(s), Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs <sup>(1)(2)(3)(4)</sup>	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others including but not limited to: - Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses; -Printing and distribution of stationery; -Advertising and marketing expenses; - Fees payable to legal counsel; - Fees payable to other advisors to the Offer, including but not limited to Statutory Auditors, Independent Chartered Accountant, industry service provider and Independent Chartered Engineer; and - Miscellaneous expenses	[●]	[●]	[●]
<b>Total Estimated Offer Expenses</b>	[●]	[●]	[●]

Our Company has incurred ₹ 36.58 lakhs towards Issue Expenses out of internal accruals as certified M/s Dharit Mehta & Co., Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated October 23, 2023.

(1) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders are directly procured by the SCSBs, would be as follows:

Portion for Retail Individual Bidders	0.10% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10% of the Amount Allotted* (plus applicable taxes)

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

No uploading/processing fees shall be payable by our Company to the SCSBs on the Bid cum Applications Forms directly procured by them.

The Selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of NSE

(2) Processing fees payable to the SCSBs on the portion for Retail Individual Bidder and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for RIB, and Non-Institutional Bidders	₹ 10 per valid application (plus applicable taxes)
--	--

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹1,00,000 (plus applicable taxes) and in case if the total processing fees exceeds ₹ 1,00,000 (plus applicable taxes) then processing fees will be paid on pro-rata basis. The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member

(3) The processing fees for applications made by Retail Individual Bidders (up to ₹ 200,000) and Non-Institutional Bidders (for an amount more than ₹ 200,000 and up to ₹ 500,000) using the UPI Mechanism would be as follows:

Members of the Syndicate / RTAs / CDPs (uploading charges)	₹10 per valid application (plus applicable taxes)
Sponsor bank- ICICI Bank Limited	₹ 6 per valid application (plus applicable taxes)* The Sponsor bank shall be responsible for making payments to the third parties such as remitter company, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws

\*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause, the total Uploading charges/ Processing fees payable to Members of the Syndicate/RTAs/CDPs for applications made by RIBs (up to ₹ 200,000), Non-Institutional Bidders (for an amount more than ₹ 200,000 and up to ₹ 500,000) using the UPI Mechanism would not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total uploading charges/ processing fees exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis (plus applicable taxes).

(4) Selling Commission on portion for Retail Individual Bidders and portion (up to ₹ 2,00,000) and Non-Institutional Bidders which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs, CRTAs and CDPs or for using 3- in-1 type accounts - linked online trading, demat and bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹10/- plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs

Bidding charges payable to the members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs/CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing/blocking, would be as follows:

Portion for Retail Individual Bidders*	₹ 10/- per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹ 10/- per valid application (plus applicable taxes)

\* Based on valid applications

Notwithstanding anything contained above the total uploading charges/Bidding charges payable under this clause will not exceed Rs. 1lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds Rs.1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non institutional Applicants which are procured by them and submitted to SCSB for blocking, would be as follows:

₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers, the RTAs, CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of NSE.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

### **Bridge Financing**

We have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance working capital requirement until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance purchase of new vehicles will be repaid from the Net Proceeds of the Issue.

### **Interim Use of Funds**

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

### **Monitoring Utilization of Funds**

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 lakhs. Our Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net



Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges. The proceeds of the Issue shall also be monitored by the Audit Committee till utilization of the proceeds. Pursuant to Regulation 32(5) of the Listing Regulations, our Company shall disclose to the Audit Committee the uses and applications of the Net Proceeds. Our Company shall prepare an annual statement of funds utilized for purposes other than those stated in this Prospectus, certified by the statutory auditors of our Company and place it before the Audit Committee, as required under applicable laws. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. Further, in accordance with the Regulation 32(1) of the Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects of the Issue as stated above; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee.

For any investments in acquisitions or strategic partnership or any inorganic growth initiative, post IPO from the IPO proceeds, detailed disclosures of same shall be made in public domain at that time. We shall provide details / information / certifications obtained from statutory auditors on the utilization of the Net Proceeds to the Monitoring Agency.

### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholder by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### **Appraising agency**

None of the objects of the Fresh Issue for which the Net Proceeds will be utilized have been appraised by any bank/ financial institution/any other agency.

### **Other Confirmations**

The Net Proceeds from the Fresh Issue, as utilized for repayment of borrowings/loans, will not be directly/ indirectly routed to our Promoter, person in control of our Company, our Directors, our Group Company and our associates, if any. There are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoter, Directors, Senior Management Personnel and/or Key Managerial Personnel.

## BASIS OF THE ISSUE PRICE

The Price Band will be determined by our Company in consultation with the BRLM. The Issue Price will also be determined by our Company, in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 02 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. The financial information included herein is derived from our Restated Financial Information. Investors should refer to ‘Risk Factors’, ‘Our Business’, ‘Restated Consolidated Financial Information, Financial Information’ and ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’ beginning on page 33, 107, 156 and 161 respectively of this Red Herring Prospectus, to have a more informed view before making an investment decision.

### QUALITATIVE FACTORS

Some of the qualitative factors, which form the basis for computing the Issue Price are:

- Growing presence in telecommunications Circles with high growth potential
- Experienced and dedicated senior team across key functions.
- Efficient Business Model
- Established relationship with our client

For further details, refer to heading “Our Strengths” under the chapter titled “Our Business” on page 108 of this Red Herring Prospectus

### QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the Restated Consolidated Financial Information of the Company for the three months period June 30, 2023, Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with Ind AS, the Companies Act, 2013 and restated in accordance with SEBI ICDR Regulations. For details, refer section titled “Financial Information” on page 156 of this Red Herring Prospectus.

Some of the quantitative factors, which may form the basis for computing the Issue Price, are as follows:

- (a) **Basic and Diluted Earnings per Share (“EPS”) at face value of ₹02 each, as adjusted for changes in capital**

**As per Restated Consolidated Financial Information:**

For the Year/Period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2023	91.08	91.08	3
March 31, 2022	1.78	1.78	2
March 31, 2021	(1.71)	(1.71)	1
Weighted average	45.85	45.85	
Three months ended June 30, 2023	3.56	3.56	

Note:

1. Earnings per share calculation is in accordance with Ind AS - 33 (earnings per share) prescribed by the Companies (Indian Accounting Standards) Rules, 2015.
2. The ratios have been computed as below:
  - Basic earnings per share (₹) = Restated net profit / (loss) available to equity shareholders / weighted average number of Equity Shares during the year.
  - Diluted earnings per share (₹) = Restated net profit / (loss) available to equity shareholders / weighted average number of diluted Equity Shares during the year.
3. Our Company vide ordinary resolution of Shareholders passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹ 02 each and incidental change in the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 21,00,000 equity shares of ₹ 10 each to 1,05,00,000 Equity Shares of ₹ 02 each. The

impact of sub-division of shares is retrospectively considered for the computation of earnings share as per the requirement / principles of Ind AS 33, as applicable.

4. The weighted average basic and diluted EPS is a product of basic and diluted EPS and respective assigned weight, dividing the resultant by total aggregate weight. Weights applied have been determined by the management of our Company.
5. The figures disclosed above are derived from the Restated Consolidated Financial Information of our Company.

**(b) Price to Earnings (P/E) ratio in relation to Price band ₹ [●] to ₹ [●] per Equity Share**

Particulars	P/E Floor Price (number of times)	P/E Cap Price (number of times)
Based on basic EPS as per the Restated Consolidated Financial Information for the financial year ended March 31, 2023	[●]	[●]
Based on diluted EPS as per the Restated Consolidated Financial Information for the financial year ended March 31, 2023	[●]	[●]
<b>Industry Peer Group P/E ratio</b>		
- Highest		27.39
- Lowest		17.65
- Average		22.52

**(c) Return on Net worth (RoNW)**

**As per Restated Consolidated Financial Information:**

Year ended	RoNW (%)	Weight
March 31, 2023	32.95	3
March 31, 2022	(47.94)	2
March 31, 2021	(23.42)	1
Weighted average	(3.41)	
Three months ended June 30, 2023	5.79	

Notes:

1. Return on Net Worth (%) = Restated net profit/(loss) after tax attributable to equity shareholders of our Company / restated net worth for Equity Shareholders of our Company.
2. Net Worth is computed as the sum of the aggregate of paid up equity share capital, and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, excluding foreign currency translation reserve.
3. The weighted average return on net worth is a product of return on net worth and respective assigned weight dividing the resultant by total aggregate weight. Weights applied have been determined by the management of our Company.
4. The figures disclosed above are derived from the Restated Consolidated Financial Information of our Company.

**(d) Net Asset Value (NAV) per Equity Share of Face Value of ₹ 02 each**

**As per Restated Consolidated Financial Information:**

Particulars	₹ per Equity Share
As on March 31, 2023	36.11
As on March 31, 2022	(3.71)
As on March 31, 2021	(5.71)
Three months ended June 30, 2023	31.66
After Issue	
- at floor price	[●]
- at Cap price	[●]
Issue Price per equity share	[●]

Notes:

1. *Net Asset Value per Share is calculated as net worth attributable to equity shareholders as at the end of Fiscal year divided by total number of equity shares outstanding as on the last day of the year / period.*
2. *“Net Worth attributable to the equity shareholders” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per the SEBI ICDR Regulations as at, March 31, 2023, March 31, 2022 and March 31, 2021.*
3. *Our Company vide ordinary resolution of Shareholders passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹ 02 each and incidental change in the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 21,00,000 equity shares of ₹ 10 each to 1,05,00,000 Equity Shares of ₹ 02 each. The impact of sub-division of shares is retrospectively considered for the computation of net asset value per share as per the requirement / principles of Ind AS 33, as applicable.*
4. *Issue Price per Equity Share will be determined on conclusion of the Book Building Process.*

**(e) Comparison of Accounting Ratios with Listed Industry Companies:**

Name of the Company	CMP (₹)	Basic & Diluted EPS	RONW (%)	P/E Ratio	NAV (₹ per share)	Face value (₹ per share)	Total Income (₹ in lakhs)	Market Cap (₹ in lakhs)
SAR Televenture Limited*	[●]	91.08	32.95%	[●]	36.11	2.00	3,251.63	[●]
SAR Televenture Limited**	[●]	3.56	5.79%	[●]	31.66	2.00	1,735.35	[●]
<b>Peer-Group</b>								
Suyog Telematics Limited*	779.55	44.17	19.77%	17.65	223.48	10.00	15,228.23	81,715.55
Kore Digital Limited*	350.00	12.78	56.10%	27.39	22.79	10.00	2,127.45	8,820.00

\*As on March 31, 2023

\*\* As on June 30, 2023

Notes:

1. *All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from their annual reports for the year ended March 31, 2023. Financial information for listed peers is not available for period ended June 30, 2023*
2. *P / E Ratio for industry peers has been computed based on the closing market price of equity shares on BSE & on NSE on October 20, 2023 divided by the Basic and Diluted EPS for the year ended March 31, 2023.*
3. *Return on Net Worth (%) for industry peers has been calculated as Profit for the year ended March 31, 2023, divided by Net worth as at March 31, 2023.*
4. *Net Asset Value per Equity Share for industry peers is calculated as total equity divided by total no. of equity shares outstanding as of March 31, 2023.*

**(f) Key Performance Indicators**

The table below sets forth the details of Key Performance Indicators that our Company considers to have a bearing for arriving at the basis for Issue Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee pursuant to meeting dated October 23, 2023.

The KPIs disclosed below have been used historically by our Company to understand and analyses the business performance, which helps our Company in analyzing the growth of various verticals in comparison to our Company’s listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Issue Price which have been disclosed below. Additionally, the KPIs have been

certified vide certificate dated October 23, 2023 issued by M/s Dharit Mehta & Co., Chartered Accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The certificate dated October 23, 2023 issued by M/s Dharit Mehta & Co., Chartered Accountants, has been included in 'Material Contracts and Documents for Inspection – Material Documents' on page 244.

The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision.

A list of our KPIs for the three months ended on June 30, 2023 and for the Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021 is set out below:

(₹ in lakhs except percentages and ratios)

Particular	As at and for the Financial Year/ Period ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations in (₹ in lakh) <sup>1</sup>	1,731.87	3246.17	472.89	90.71
EBITDA (₹ in lakh) <sup>2</sup>	258.15	570.39	62.87	10.80
EBITDA Margin <sup>3</sup> (%)	14.91	17.57	13.29	11.91
Profit After Tax for the Period (₹ in lakh)	192.38	388.36	3.71	(2.71)
Net Profit Margin <sup>4</sup> (%)	11.09	11.94	0.79	(2.99)
Share Capital (₹ in lakh)	210.00	65.29	4.18	4.05
Reserves and Surplus (₹ in lakh)	3,114.40	1113.42	(11.91)	(15.62)
Net Worth (₹ in lakh) <sup>5</sup>	3,324.40	1178.71	(7.74)	(11.57)
Return on Net Worth <sup>6</sup> (%)	5.79	32.95	(47.94)	(23.42)
No. of Shares for Diluted EPS after split of shares	5406523	426406	208134	158630
Basic & Diluted Earnings Per Share after bonus/split <sup>8</sup>	3.56	91.08	1.78	(1.71)
Net Assets Value per Share 10	31.66	36.11	(3.71)	(5.71)

# As certified by M/s Dharit Mehta & Co., Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated October 23, 2023.

^ KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated October 23, 2023.

### **Explanation for the Key Performance Indicators**

1. Revenue from Operations refers to revenue from sale of services, as recognised in the Restated
2. EBITDA refers to earnings before interest, taxes, depreciation, amortisation and exceptional items. EBITDA excludes other income
3. EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
4. Net Profit Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.
5. Net Worth is defined as the aggregate of share capital and other equity
6. Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Net Worth (total shareholders' equity) for the year.
7. Basic & Diluted Earnings Per Share (EPS) means Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI
8. Basic & Diluted Earnings Per Share after bonus/split means Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of dilutive equity shares after split/bonus outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI
9. Our Company vide ordinary resolution of Shareholders passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹ 02 each and incidental change in the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 21,00,000 equity shares of ₹ 10 each to 1,05,00,000 Equity Shares of ₹ 02 each. The impact of sub-division of shares is retrospectively considered for the computation of earnings share as per the requirement / principles of Ind AS 33, as applicable.

10. *Net Assets Value per share means Net Asset Value (Net Worth), as restated, at the end of the period or year/ Number of equity shares outstanding at the end of the year/ period*

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page 107 and 161 respectively. All such KPIs have been defined consistently and precisely in 'Definitions and Abbreviations – Conventional and General Terms and Abbreviations' on page 1.

Subject to applicable laws, the Company confirms that it shall continue to disclose all the key performance indicators included in this "Basis for Issue Price" section, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (ii) till the utilization of the Net Proceeds as disclosed under "Objects of the Issue" on page 77.

**(g) Comparison of Key Performance Indicators with Listed Industry Companies:**

(₹ in lakhs except percentages and ratios)

Particular	June 30, 2023	March 31, 2023		
	SAR Televenture Limited	SAR Televenture Limited	Suyog Telematics Limited	Kore Digital Limited
Revenue from Operations in (₹ in lakh) <sup>1</sup>	1,731.87	3,246.17	14,364.44	2,127.45
EBITDA (₹ in lakh) <sup>2</sup>	258.15	570.39	9,284.59	474.58
EBITDA Margin <sup>3</sup> (%)	14.91	17.57	64.64	22.31
Profit After Tax for the Period (₹ in lakh)	192.38	388.36	4,630.59	322.18
Net Profit Margin <sup>4</sup> (%)	11.09	11.94%	30.41	15.14
Share Capital (₹ in lakh)	210.00	65.29	1,048.24	252.00
Reserves and Surplus (₹ in lakh)	3,114.40	1,113.42	22,377.65	322.29
Net Worth (₹ in lakh) <sup>5</sup>	3,324.40	1,178.71	23,425.89	574.29
Return on Net Worth <sup>6</sup> (%)	5.79	32.95	19.77	56.10
No. of Shares for Basic EPS	5406523	426406	10482400	2520000
No. of Shares for Diluted EPS	5406523	426406	10482400	2520000
Basic & Diluted Earnings Per Share (EPS) <sup>7</sup>	3.56	91.08	44.17	12.78
Basic & Diluted Earnings Per Share after bonus/split <sup>8</sup>	3.56	91.08	NA	NA
Net Assets Value per Share <sup>10</sup>	31.66	36.11	223.48	22.79

**Explanation for the Key Performance Indicators**

1. *Revenue from Operations refers to revenue from sale of services, as recognised in the Restated*
2. *EBITDA refers to earnings before interest, taxes, depreciation, amortisation and exceptional items. EBITDA excludes other income*
3. *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*
4. *Net Profit Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.*
5. *Net Worth is defined as the aggregate of share capital and other equity*
6. *Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Net Worth (total shareholders' equity) for the year.*
7. *Basic & Diluted Earnings Per Share (EPS) means Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI*
8. *Basic & Diluted Earnings Per Share after bonus/split means Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of dilutive equity shares after split/bonus outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI*

9. Our Company vide ordinary resolution of Shareholders passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹ 02 each and incidental change in the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 21,00,000 equity shares of ₹ 10 each to 1,05,00,000 Equity Shares of ₹ 02 each. The impact of sub-division of shares is retrospectively considered for the computation of earnings share as per the requirement / principles of Ind AS 33, as applicable.
10. Net Assets Value per share means Net Asset Value (Net Worth), as restated, at the end of the period or year/ Number of equity shares outstanding at the end of the year/ period

**(h) Weighted average cost of acquisition**

**A. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)**

Except as stated below, there has been no issuance of Equity Shares or convertible securities, excluding the shares issued under the ESOP and issuance of bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Name	No. of share pre bonus/split	No. of share post bonus/split	Consideration (Amount in ₹)
Manan Garg	18,518	92,590	24,99,930
M/s MG Metalloy Private Limited	5,92,592	29,62,960	7,99,99,920
Atul Mathur	96,296	4,81,480	1,29,99,960
Praveen Tondon	77,037	3,85,185	1,03,99,995
Deepak Chaudhary	2,694	13,470	3,63,690
Rahul Sahdev	3,51,113	17,55,565	4,74,00,255
M/s MG Metalloy Private Limited	6,00,000	30,00,000	8,10,00,000
Rahul Sahdev	3,20,000	16,00,000	4,32,00,000
<b>Total</b>		<b>102,91,250</b>	<b>2778,63,750</b>
<b>Weighted average cost of acquisition per equity share</b>			<b>27.00</b>

**B. The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)**

Except as stated below, there have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the, members of the Promoter Group, or Shareholder(s) having the right to nominate director(s) on the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days are as follows:

Date of Transfer	Name of Transferee	Number of Equity Shares of face value ₹2/- each	Transfer price per Equity Share (₹)	Nature of Consideration	Nature of transaction	Consideration (Amount in ₹)
25-07-2023	M/s M.G Metalloy Private Limited	32,55,565	27.00	Cash	Transfer	8,79,00,255
<b>Weighted average cost of acquisition per Equity Share</b>						<b>27.00</b>

**(i) Weighted average cost of acquisition, floor price and cap price**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price*	Cap Price*
(i) Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under ESOP 2018 and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	27.00	NA	NA
(ii) Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	27.00	[●]	[●]

The above details related to WACA have been certified by M/s Dharit Mehta & Co., Chartered Accountant by their certificate dated October 23, 2023.

\*To be updated at Prospectus stage.

- (j) **Detailed explanation for Issue Price/Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in point ‘i’ above) along with our Company’s key financial and operational metrics and financial ratios for the Fiscal 2023, 2022 and 2021.**

[●]\*

\*To be included upon finalisation of the Price band

- (k) **Explanation for Issue Price/Cap Price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (set out in point ‘i’ above) in view of the external factors which may have influenced the pricing of the Issue.**

[●]\*

\*To be included upon finalisation of the Price band

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLM, on the basis of the market demand from investors for the Equity Shares through the Book Building Process. Our Company in consultation with the BRLM, are of justified view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with ‘Risk Factors’, ‘Our Business’, ‘Management Discussion and Analysis of Financial Condition and Revenue from Operations’ and ‘Financial Information’ on page 33, 107, 161 and 156 respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to the factors mentioned in the chapter titled ‘Risk Factors’ on page 33 and any other factors that may arise in the future and you may lose all or part of your investments.



## STATEMENT OF POSSIBLE TAX BENEFITS

To

**The Board of Directors**

**SAR Televenture Limited**

P. No. 346-A, 2<sup>nd</sup> Floor, Udyog

Vihar Phase-4, Gurugram - 122016,

Haryana, India

and

**Pantomath Capital Advisors Private Limited**

Pantomath Nucleus House,

Saki- Vihar Road, Andheri East,

Mumbai- 400072

Maharashtra, India

(Pantomath Capital Advisors Private Limited is hereinafter referred to as the “**Book Running Lead Manager**” or the “**BRLM**”)

**Re: Proposed initial public offering of equity shares of ₹2 each (“Equity Shares”) by SAR Televenture Limited (“Company”) through a fresh issue of Equity Shares (“Issue”)**

Dear Sirs,

We, M/s Dharit Mehta & Co, the statutory auditors of the Company, have re-audited the standalone and consolidated financial statements of the Company for financial year ended as on March 31, 2023, prepared in accordance with the Companies Act, 2013, as amended. We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2019) issued by the ICAI (“Special Purposes Guidance Note”) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 as amended (“Companies Act”) and we have accordingly audited the standalone financial statements of the Company for 3 months period ended June 30, 2023 and re-audit for the financial year March 31, 2023, March 31, 2022 and March 31, 2021. Subsequently, we have restated (i) the audited standalone and consolidated financial statements of the Company for the 3 months period ended June 30, 2023, March 31, 2023, March 31, 2022 and March 31, 2021 as prepared under the Special Purposes Guidance Note. The restatement is in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”).

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the SEBI ICDR Regulations. While the term ‘special tax benefits’ has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to them.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

The benefits stated in the enclosed statement (i.e., **Annexure A**) for possible special tax benefits available to the Company and its Shareholders are not exhaustive and the preparation of the contents stated is the responsibility of the Company’s management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue

and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency.

We do not express any opinion or provide any assurance as to whether:

- a) The Company or the Company's shareholders will continue to obtain these benefits in the future; or
- b) The conditions prescribed for availing of the benefits have been/would be met with; or
- c) The revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law.

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

We have been informed that this certificate has been requested for the purpose of inclusion of specific matters as enumerated in paragraph above in the Draft Red Herring Prospectus ("DRHP"), the Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus" and together with DRHP and RHP, the "Offer Documents"), to be filed with the National Stock Exchange of India Limited ("NSE") and Red Herring Prospectus ("RHP") and the Prospectus to be filed with the Registrar of Companies, Delhi ("RoC") and submitted to the SEBI, in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, with respect to the Issue, and in any other material used in connection with the Issue. We hereby consent to the extracts of this certificate being used in the Offer Documents and in any other material used in connection with the Issue.

We hereby consent to the extracts of this certificate being used in the Offer Documents and in any other material used in connection with the Issue.

We undertake to update you of any change in the above-mentioned disclosures until the Equity Shares allotted, pursuant to the Issue, are listed and commence trading on the Stock Exchange. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchange, pursuant to the Issue.

This certificate is for information and for inclusion, in part or in full, in the Offer Documents or any other Issue related material, and may be relied upon by the Company, the Book Running Lead Manager and the legal advisors to the Issue. We hereby consent to the submission and disclosure of this certificate as may be necessary to the SEBI, the ROC, the Stock Exchange and any other regulatory or judicial authorities and, or, for any other litigation purposes and, or, for the records to be maintained by the Book Running Lead Manager, in accordance with applicable law.

All capitalized terms not defined herein bear the meaning ascribed to them in the Offer Documents.

Yours sincerely,

**For, Dharit Mehta & Co.**

**Chartered Accountants**

Firm Registration No: 137728W

Dharit Mehta

Proprietor

UDIN: 23157873BGWGXXG6232

Membership No.: 157873

Place: Ahmedabad

Date: 03<sup>rd</sup> August, 2023

**Annexure A**

## **STATEMENT OF SPECIAL TAX BENEFITS**

### **STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND TO ITS SHAREHOLDERS UNDER THE DIRECT AND INDIRECT TAX LAWS IN INDIA.**

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the Act

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

#### **C. SPECIAL TAX BENEFITS TO THE SUBSIDIARY**

The income of the wholly owned subsidiary ( M/s SAR TELEVENTURE FZE) of the company is not taxable as per the laws of Dubai.

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / First name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## SECTION IV – ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

*The information in this section is derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the Book Running Lead Manager, or any of our or their respective affiliates or advisors. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.*

*Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect and, accordingly, investment decisions should not be based on such information. You should read the entire Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Informations” and related notes on page 33 and 156 respectively of this Red Herring Prospectus before deciding to invest in our Equity Shares.*

#### **Telecom industry at Global level**

The Telecom industry in India is the second largest in the world with a subscriber base of 1.17 bn as of September 2022 (wireless + wireline subscribers). India has an overall tele-density of 84.86 %, of which, the tele-density of the rural market, which is largely untapped, stands at 58.01 % while the tele-density of the urban market is 134.62%.

By the end of January 2023, the total number of internet subscribers increased to 839.18 Million (narrowband + broadband subscribers), out of which 44.25% of the internet subscribers belonged to the rural areas. The average monthly data consumption per wireless data subscriber has also increased by 22,605% to 16.40 GB in June 2022 from 61.66 MB in March 2014.

The industry’s exponential growth over the last few years is primarily driven by affordable tariffs, wider availability, roll-out of Mobile Number Portability (MILLIONP), expanding 3G and 4G coverage, evolving consumption patterns of subscribers, Government’s initiatives towards bolstering India’s domestic telecom manufacturing capacity, and a conducive regulatory environment.

To further expedite digital connectivity, the Government has approved the auction of IMT/5G spectrum for deployment of 5G services within the country. This auction was successfully held by the end of July 2022 and grossed \$18.77 bn.

The Telecom sector is the 3<sup>rd</sup> largest sector in terms of FDI inflows, contributing 6.43% of total FDI inflow, and contributes directly to 2.2 Million employments and indirectly to 1.8 Million jobs. Between 2014 and 2021, the FDI inflows in the Telecom sector rose by 150% to \$20.72 bn from \$8.32 bn during 2002-2014. 100% Foreign Direct Investment (FDI) has now been allowed in the Teleco.

(Source: <https://www.investindia.gov.in/sector/telecom>)

#### **Telecom industry Scenario in India**



The Telecommunications industry is divided into following subsectors: Infrastructure, Equipment, Mobile Virtual Network Operators (MILLIONVO), White Space Spectrum, 5G, Telephone service providers and Broadband.

As per GSMA, India is on its way to becoming the second-largest smartphone market globally by 2025 with around 1 Billion installed devices and is expected to have 920 Million unique mobile subscribers by 2025 which will include 88 Million 5G connections. It is also estimated that 5G technology will contribute approximately \$450 Billion to the Indian Economy in the period of 2023-2040.

India added over 500 Million new smartphone users over the last decade. We are expected to have 850 Million smartphone users by 2026, representing 55% of the total population.

Under the Union Budget 2023, The Government of India plans to set up one hundred labs for developing applications using 5G services in engineering institutions to realize a new range of opportunities, business models, and employment potential.

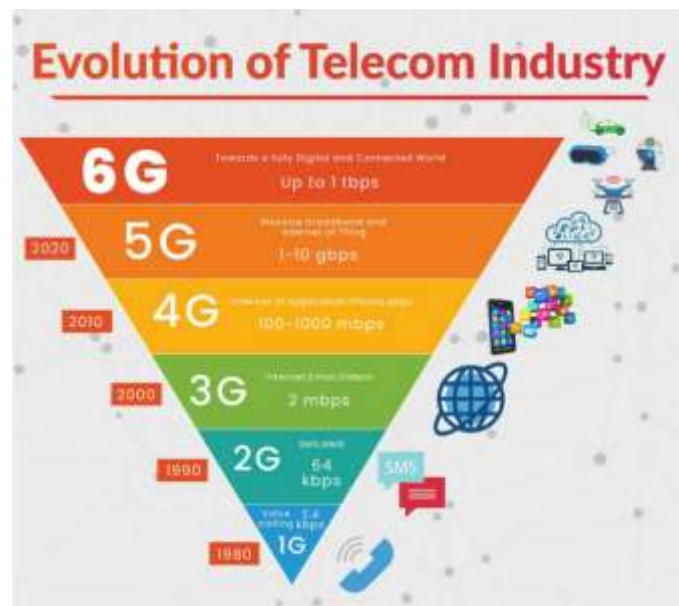
The DoT is targeting a combination of 100% broadband connectivity in the villages, 55% fiberisation of mobile towers, average broadband speeds of 25 mbps and 30 lakh kms of optic fibre rollouts by December 2022. Broadband connections rise to 816 Million in September 2022 from 61 Million in March 2014, growing by 1238%. By December 2024, DoT is looking at 70% fiberisation of towers, average broadband speeds of 50 Mbps and 50 lakh kms of optic fibre rollouts at a pan-India level.

- India climbs up six slots and now placed at 61<sup>st</sup> rank as per Network Readiness Index 2022.
- India secures 2nd rank in “Mobile broadband internet traffic within the country” and “International Internet bandwidth”.
- Internet connections jumped from 25.15 crore in March 2014 to 83.69 crore in June 2022, registering a growth of 232%.
- Broadband connections rose from 6.1 crore in March 2014 to 81.62 crores in September, 2022 growing by 1238%.
- Average revenue realization per subscriber per GB wireless data reduced to Rs. 10.29 in June, 2022 from Rs. 268.97 in December 2014, a reduction of more than 96.17%.
- Average monthly data consumption per wireless data subscriber increased by 266 times to 16.40 GB in June, 2022 from 61.66 MB in March 2014.
- India secures 3rd rank in “Annual investment in telecommunication services” and “Domestic market size”.
- 5G services have been started in 238 cities distributed across all license service areas as of 31st January 2023.

- India jumps 10 spots in median mobile speeds globally from 79th position in December to 69th place in January 2023.
- Total telephone connections rose to 117.02 crore in October 2022 from 93.30 crore in March 2014, with a growth of 25.42 % in the said period. The number of mobile connections reached to 114.4 crore in October 2022.
- Urban telephone connections rose to 64.99 crores in October 2022 from 55.52 crore in March 2014, a growth of 17.06% while the growth in rural telephone connections was 37.69%, which is double of urban increase, rising from 37.78 crore in March 2014 to 52.02 crores in October 2022. The rural tele-density jumped from 44% in March 2014 to 57.91% in October 2022.

(Source: <https://www.investindia.gov.in/sector/telecom>)

### Evolution of Telecom Infrastructure Industry in India



In 2000, The Telecom Infrastructure Industry came into existence with DoT inviting applications for IP-I registrations. Prior to that, telecom service providers were installing towers and other passive infrastructures on their own and there was no sharing. Even up to 2005, the telecom towers were being operated under integrated model and no sharing was taking place. Only a few operators shared towers on barter system. However, post 2005, the tower industry evolved under independent tower companies which maintain and install assets like tower and related infrastructure for renting/ leasing to telecom service providers for providing cellular telecom services. Thus, the concept of sharing became popular as the towers were shared in a non-discriminatory, transparent, and cost-effective manner, by a neutral/ independent infrastructure service provider. India's telecom journey has moved paces away from the first telegraph.

India's telecom journey has moved paces away from the first telegraph communication set up in Kolkata and is on a dizzying trajectory towards digitalisation. Telecom infrastructure is the backbone of "Digital India" program.

(Source: <https://dipa.co.in/blog.php>)

### Reforms in Telecom Sector

Government is committed to reforms in telecom sector. The Government has approved various structural and procedural reforms in the telecom sector. These reforms include Rationalization of Adjusted Gross Revenue; Rationalization of Bank Guarantees(BGs); Rationalization of interest rates and removal of penalties; Dispensing with the requirement of BGs (for auctions held after 15.09.2021) to secure instalment payments; Permission for surrender of spectrum after 10 years (in future auctions); Dispensing with the requirement of Spectrum Usage Charge (SUC) for spectrum acquired in spectrum auctions held after 15.09.2021; Removal of additional SUC of

0.5% for spectrum sharing; Permission for 100% Foreign Direct Investment (FDI) in telecom sector under automatic route subject to safeguards; Fixed time for spectrum auctions (normally in the last quarter of every financial year); Requirement of licenses under 1953 Customs Notification for wireless equipment replaced with self-declaration; Permission for Self-KYC; e-KYC rate revised to only one Rupee; Dispensing with the requirement of fresh KYC for shifting from Prepaid to Post-paid and vice-versa; Replacement of paper Customer Acquisition Forms with digital storage of data; Easing SACFA clearance for telecom towers; and Addressing liquidity requirements of the Telecom Service Providers by way of moratorium/deferment. Government has also published draft Telecom Bill on 21<sup>st</sup> September, 2022. Regular consultations are carried out with industry, operators and their associations on various issues, including improving quality of services, bridging digital gap and ensuring security of the telecommunication networks.

Telecommunication facilities are not available in some of the villages in the country. The Union Cabinet on 27.07.2022 approved a project for saturation of 4G mobile services in uncovered villages of the country. To provide quality telecom services across the country, Government is implementing various schemes/projects under Universal Service Obligation Fund namely (i) Left Wing Extremism (Phase-I &II) projects; (ii) Aspirational Districts scheme; (iii) Commissioning of Submarine Optical Fibre Cable connectivity from Chennai to Andaman & Nicobar Islands; (iv) Scheme for connecting submarine Optical Fibre Cable from Kochi to Lakshadweep Islands; (v) BharatNet (Phase-I &II) projects; (vi) Comprehensive Telecom Development Plan for mobile connectivity in the North Eastern Region; and (vii) Provision of 4G mobile coverage in uncovered villages and seamless 4G mobile coverage of National Highway (NH - 223) in Andaman & Nicobar Islands etc. Government has also taken several policy initiatives to facilitate infrastructure growth for delivery of quality services. These include permitting trading/sharing/liberalisation of spectrum, sharing of passive & active infrastructure.

(Source: <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=1884066>)

## **Bharat 6G**

The Government of India is catalysing the next-generation 6G research and innovation in the country to enable India to be a front-line contributor in 6G technology and manufacturing by 2030. In an all-of-nation approach involving industry, start-ups, academia, research laboratories, standardisation bodies and Government, the government is ensuring that India becomes not just atmanirbhar in this emerging and vital technology, but a significant contributor to the global good.



The Department of Telecommunications constituted a Technology Innovation Group on 6G (TIG-6G) on 1<sup>st</sup> November 2021 with members from various Ministries/Departments, research and development institutions, academia, standardization bodies, Telecom Service Providers and industry to develop Vision, Mission and Goals for the 6G and also develop a roadmap and action plans for 6G in India. The TIG-6G in turn constituted six Task Forces with industry, academia, R&D institutions and Government as members on Multi-Disciplinary Innovative Solutions, Multiplatform Next Generation Networks, Spectrum for Next Generation Requirements, Devices, International Standards Contribution and Funding Research and Development.

The Six Task Forces under TIG-6G deliberated on various aspects of emerging telecom technologies and platforms in the next decade. They focused on innovations that leverage these new technologies to deliver solutions, the device ecosystem that will support these innovations, spectrum management that will enable the ongoing and oncoming explosion in wireless communications, the need to contribute our innovations to global standards and ensure interoperability, and requirement of adequate financing to carry out the Bharat 6G Mission.



## The Bharat 6G Vision Statement

"Design, develop and deploy 6G network technologies that provide ubiquitous, intelligent and secure connectivity for high quality living experience for the world"

Bharat 6G Vision is based on principles of Affordability, Sustainability, and Ubiquity.



## The Bharat 6G Mission Statement

The 6G TIG has enunciated a clear Vision for India in a 6G-driven world. The importance of the impending innovations and developments in 6G cannot be overstated for a country poised to become a global leader in the 6G revolution and one of the top three global economies. It is critical for India to be among the drivers of these new technological developments to best address the country's unique needs, as well as to become a leading supplier of affordable and transformative solutions globally. A Mission-oriented approach is thus imperative to take up the diverse technology development initiatives, studies and innovation efforts necessary to achieve this objective.

Based on the Vision 6G outlined herein, a Mission 6G shall be launched with the requisite organisational and financial resources to realise the Vision. Existing organizational strengths will be leveraged to the maximum and new governance structures will be kept lean to ensure agility and speed of execution. The research and start-up ecosystem will be tapped to bring innovations and new ideas to the table. Adequate provision for financial support will be made through explicit budgetary allocation to ensure that the efforts undertaken are not hobbled for want of funds.

The Mission will be completed in two phases:

1. Phase 1 from 2023-2025 (2 years)
2. Phase 2 from 2025-2030 (5 years)

Bharat 6G Mission the Vision for 6G is fully aligned with the national Vision of Atmanirbhar Bharat and will seek to empower every Indian to become Atmanirbhar (self-reliant) in their lives. At the same time, it ensures that India takes its rightful place in the world as a leading supplier of advanced telecom technologies and solutions that are affordable and contribute to the global good. The 6G Vision is thus timed just right for India's Aazadi ka Amrit Kaal.

## Benefits of Bharat 6G

6G will build upon 5G technology and provide more reliable, ultra-low latency and affordable solutions with speeds almost 100 times faster than 5G to enhance and drive new communication applications. These technological advances will impact not just user experience but also transform economies and lives everywhere. It will very likely include intelligent network management and control, and integrated wireless sensing and communication while balancing the potential consequent carbon footprint with reduced energy consumption and a myriad of sustainable and eco-friendly initiatives.



Hyperconnectivity and advanced user experience delivered by 6G will improve and enable access to required information, resources (both virtual and physical), and social services without constraints of time and physical location. The advent of 6G will significantly reduce differences in regional and social infrastructure and availability of economic opportunities and will thereby provide alternatives to rural exodus, mass urbanization, and its related problems.

(Source: <https://dot.gov.in/bharat-6g> )



## **Initiative taken by Digital Infrastructure Providers Association**

### **Green Telecom- Necessity for Telecom Infra Providers**

Climate change is ultimately a very real threat and India's participation in the Conference of Parties (COP26) & Paris Climate Agreement (UNFCCC) has virtually recognized this threat. So, moving ahead in tune with global focus on climate change, it was imperative for us to undertake measures that would facilitate not just protection or preservation of our current environment, but it's also important to leave behind sustainable resources for our next generations. So, in order to tackle the predicament of dissuading climate change ills and maintaining steadfast growth in technology, Green Telecom is our answer to this predicament.



The government launched some key initiatives which ultimately beset right within the approach of Green Telecom:

#### **a. National Energy Policy by NITI Aayog**

It encouraged the development of storage technologies using Li-ion and outlined the immense potential of Renewable Energy Service Companies (RESCOs) as they can provide for the requisite capital, technology, and maintenance of Renewable Energy Technologies (RETs).

#### **b. Green Energy Open Access**

Open Access Transaction has been reduced from 1 MW to 100 kW for green energy, to enable small consumers also to purchase renewable power through open access.

#### **c. National Digital Communications Policy 2018**

The policy encourages the Digital Communications Sector to promote alternative energy sources vis-à-vis utilizing fuel cells, Li-ion batteries, and undertake R&D initiatives for exploration of more such energy sources.

From a Global perspective, at the Conference of Parties (COP26), India has committed to achieve 500GW of its installed capacity through non-fossil fuel and 50% of its energy requirements through RETs; Further, the Hon'ble Prime Minister rallied the rest of the G7 countries to support India's efforts in combating climate change by achieving climate neutrality by 2050 and achieving the 2030 agenda meanwhile Going green has become a necessity for Telecom operators with energy cost becoming as large as approx. 30% of the OPEX. With increase in the price of diesel and environmental concern about Green House Gas Emissions, the government authorities are fast making provisions for non-conventional energy, solar & wind power in both remote off grid sites as well as grid sites.

Energy consumption is directly linked to an operator's greenhouse gas emissions. Besides, considering the impact of the value chain on resources like land and water become vital. Therefore, clear, stringent sustainability criteria, and eco design of products also needs to be considered while procuring the requisite telecom equipment; which is where concepts like circular economy and life cycle assessment come into picture.

The infrastructure industry has already taken a wide array of initiatives & measures towards Green Telecom:

- a) 40% of the India's sites are now considered "Green Towers" as they burn less than 100 litres of diesel in a week, thereby cumulating a saving of 334 Million litres of Diesel annually.
- b) 60% of all tower sites have been converted from Indoor to Outdoor; as Outdoor sites have natural ventilation and collectively utilise Free Cooling Units, they no longer require Air Conditioning (AC) units for maintaining safe-operation temperatures.

- c) The industry is shifting towards complete usage of Lithium Ion Batteries instead of Lead Acid (VLRA) batteries which have extended battery life and higher energy yield imbibing & using the Renewable Energy Service Company (RESCO) model, which essentially supplies green energy to tower clusters and surplus/excess power is supplied to the community.

Green Telecom, is a step in the right direction towards fulfilment of this responsibility. The unnerving resolve shown by the industry and the authorities alike, to fulfil the vision of a Carbon Efficient India is second to none. With the collective synergy at the pith, India can emerge as a global leader and torchbearer for Green Initiatives in Technology through Green Telecommunications.

(Source: <https://dipa.co.in/blog.php>)

### Challenges faced by Telecom Infrastructure Providers



- **Unavailability of 24X7 Electricity Board (EB) Supply**  
In absence of availability of 24X7 power supply, telecom infrastructure providers are forced to depend upon alternate energy means like DG sets etc. This leads to increased CAPEX investments and increased OPEX due to higher cost of generation and diesel pilferage etc.
- **Exorbitant connection / last mile and miscellaneous charges**  
Some states charge huge amounts as infrastructure charges for providing new connections. Even the charges for the last mile are exorbitant in some states and at times the last mile is not maintained by the DISCOMs.
- **EB tariff levied under Commercial category for telecom sector**  
While the telecom tariffs in India are the lowest, the Electricity tariffs are being charged at substantial high rates under the commercial category. In most states the difference between both the category is significant, leading to burden overall telecom sector.
- **Priority Electricity Connection, EB connection pending issues**  
New power connections can take anywhere up to 30-60 days, some states link NOC from Municipal Corporation as a pre-requisite for applying a new EB connection.
- **Billing Challenges, Online Delivery of Bills and payments**  
The Telecom sector generates huge revenues for the DISCOMs, however the treatment is at par with a normal/residential customer, ideally we should be treated as a corporate customer. Majority of states have no centralized billing, provision of bills through e-mail etc. thereby unnecessarily adding physical collection / downloading of thousands of bills from the portal.
- **Non-Availability of Smart/Pre-payment Meters, faulty meter replacement**  
Currently the presence of Smart meter in the country is negligible even in Urban areas. The Electricity (Rights of Consumers) Rules 2020, clearly states that –  
No connection shall be given without a meter and such meter shall be the smart pre-payment meter or pre-payment meter.

Since telecom network is present at the site, functioning of a smart meter is very much possible.

- **Issues related to Open Access**

Power purchased through open access policy is currently a very costly affair and non-viable option. Open access allows large users of power — typically having a connected load of 1 megawatt (MW) and above, to buy cheaper power from the open market (Green Open Access Rules 2022, notified on 6<sup>th</sup> June, 2022, Green open access limit has been reduced to 100 KW).

(Source: <https://dipa.co.in/blog.php>)

## **Press Release**

### **Press Release No. 30/2023**

TRAI on March 31, 2023 had issued its recommendations on "Promoting Local Manufacturing in the Television Broadcasting Sector". Digitalization of the Indian broadcasting sector provided a unique opportunity for the growth of local manufacturers to cater to the demand. The Government of India recently launched initiatives such as 'Make in India' and 'Digital India' and has accorded highest priority to transform India into a global design and manufacturing hub.

There is a need to focus on emerging technologies and tenets of era of convergence and aim at building an eco-system for broadcast equipment Centre of Excellence IT lay be established for broadcast equipment or existing Telecom Centres of Excellence may be upgraded to focus on broadcast equipment as well.

Promote local manufacturing of other relevant components of the television broadcasting sector along the lines of Semicon India Program.

(Source: <https://www.trai.gov.in/notifications/press-release>)

### **Press Release No. 37/2023**

Ease of Doing Business (EoDB) has been identified as one of the focus areas of Government in the recent decade. EoDB is a recognition of the fact that business, and enterprise need to be enabled. Government is striving to improve the business environment at every stage across all the sectors. As a sector Regulator, it is incumbent upon TRAI to improve the business environment in the telecom and broadcasting sector.

TRAI has suo-moto floated a Consultation paper on "Ease of Doing Business in telecom and Broadcasting Sector" on 8<sup>th</sup> December 2021. Previously, TRAI undertook EoDB consultation mainly specific to DoT and MIB. However, the current exercise spans across multiple ministries/ departments. EoDB requires comprehensive review of end-to-end processes with 'Whole of the government' approach. One application - one window should suffice for all Inter-ministerial approvals.

(Source: <https://www.trai.gov.in/notifications/press-release>)

## OUR BUSINESS

*Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward Looking Statements” on page 24 for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” on page 33 a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year.*

*Unless otherwise indicated or context requires otherwise, the financial information included herein is derived from our Restated Consolidated Financial Information for Fiscals ended 2023, 2022 and 2021 included in this Red Herring Prospectus. For further information, see “Financial Information” on page 154.*

*Unless otherwise indicated, industry and market data used in this chapter has been derived from the “Industry Overview” on page 99. For details, see “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation” on page 21.*

Our Company was set up with an object to provide telecommunication solutions to Telecom Network Operators. The Company is engaged in installation and commissioning of 4G and 5G Towers, Optical Fibre Cable (“OFC”) Systems and dealing in network equipments.

Our Company is ISO - 9001:2015 Certified Company. Our Company is registered as Infrastructure Provider Category-I (IP-I) with Department of Telecommunication (DOT) which permits us to lease out own build sites i.e. GBT/RTT/Pole sites and Out Door Small Cell (ODSC) and establish and maintain assets such as Dark Fibres, Right of Way, Duct Space and Tower for the purpose to grant on lease or rent or sale basis to the licensees of Telecom Services. We also provided support services such as includes project management for laying of the duct and optic fibre cables, construction of basic transmission and telecom utilities, dark fiber leasing, optical fiber network construction, maintenance of duct and optic fibre and optical fibre project turnkey services to various, Telecom Network Operators & Broad Band Service Operators and ISPs across Maharashtra. Our Company has already installed and commissioned 125, 108 and 140 number of towers for the year 2020-21, 2021-22 and 2022-23 respectively.

We are a passive telecommunication infrastructure provider in India, engaged primarily in the business of installing and commissioning telecom towers in India. “Passive infrastructure” refers to the telecommunication towers for wireless telecommunication services and Optical Fibre Cable (OFC) is used for the purpose of hosting and assisting in the operation of the active infrastructure used for transmitting telecommunications signals or transporting voice and data traffic. With our quality, cost-effective and time bound services, we have gained presence in the Industry as a Telecom Service Provider (TSP) Vendor. We have provided an aggregate 373 number of towers on lease over various areas in West Bengal, Bihar, Uttar Pradesh and Punjab.

<b>Financial Year</b>	<b>Number of Towers Installed</b>	<b>Cumulative Number of Towers Installed</b>
2022-23	140	373
2021-22	108	233
2020-21	125	125

On January 03, 2023, our Company has entered into Share Purchase agreement to acquire 100% of the issued and paid-up equity share capital of SAR Televenture FZE, United Arab Emirates (Formerly known as Shoora International –FZE) from Shoora Capital Limited. Currently our subsidiary is engaged in the activities of (i) Wholesale of Fresh Foodstuff Trading -Import & Export (ii) Ferrous and Non Ferrous Metal Trading Import & Export; (iii) Wireless Communication Devices and Equipment Trading; and (iv) Electronic Chips & Semiconductors trading Import/Export. Our subsidiary contributed to an amount of ₹1577.31 lakhs and ₹ 2,603.18 lakhs which constitute 91.08% and 80.19% respectively, of our consolidated revenue from operations as on June 30, 2023 and March 31, 2023. We derive a significant portion of our consolidated revenue as on June 30, 2023 and as on March 31, 2023 from the business of our Subsidiary Company.

Our revenue from operations has grown from ₹90.71 lakhs in fiscal 2021 to ₹ 3,246.17 lakhs in fiscal 2023, EBITDA grown from ₹10.80 lakhs in fiscal 2021 to ₹ 570.42 lakhs in fiscal 2023, while Profit after tax from ₹

(2.71) lakhs in fiscal 2021 to ₹ 388.38 lakhs in fiscal 2023 on a consolidation basis. Our revenue from operation has grown at a CAGR of 498.22%, our EBITDA grew at a CAGR of 626.75% between Fiscal 2021 and Fiscal 2023. The following table sets out key financial parameters in the relevant periods:

### Key Performance Indicators (KPIs)

(except ratios and percentages, all figures are in ₹ lakhs)

Particular	As at and for the Financial Year/ Period ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations in (₹ in lakh) <sup>1</sup>	1,731.87	3246.17	472.89	90.71
EBITDA (₹ in lakh) <sup>2</sup>	258.15	570.39	62.87	10.80
EBITDA Margin <sup>3</sup> (%)	14.91	17.57	13.29	11.91
Profit After Tax for the Period (₹ in lakh)	192.38	388.36	3.71	(2.71)
Net Profit Margin <sup>4</sup> (%)	11.09	11.94	0.78	(2.99)
Share Capital (₹ in lakh)	210.00	65.28	4.18	4.05
Reserves and Surplus (₹ in lakh)	3,114.40	1113.43	(11.91)	(15.62)
Net Worth (₹ in lakh) <sup>5</sup>	3,324.40	1178.71	(7.74)	(11.57)
Return on Net Worth <sup>6</sup> (%)	5.79	32.95	(47.94)	(23.42)
No. of Shares for Basic EPS	5406523	426406	208134	158630
No. of Shares for Diluted EPS	5406523	426406	208134	158630
Basic & Diluted Earnings Per Share (EPS) <sup>7</sup>	3.56	91.08	1.78	(1.71)
Basic & Diluted Earnings Per Share after bonus/split <sup>8</sup>	3.56	91.08	1.78	(1.71)
Net Assets Value per Share <sup>9</sup>	31.66	36.11	(3.71)	(5.71)

# As certified by M/s Dharit Mehta & Co., Chartered Accountants vide their certificate dated October 23, 2023.

^ KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated October 23, 2023.

### Explanation for the Key Performance Indicators

1. Revenue from Operations refers to revenue from sale of services, as recognised in the Restated
2. EBITDA refers to earnings before interest, taxes, depreciation, amortisation and exceptional items. EBITDA excludes other income.
3. EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.
4. Net Profit Margin quantifies our efficiency in generating profits from our revenue and is calculated by dividing our net profit after taxes by our revenue from operations.
5. Net Worth is defined as the aggregate of share capital and other equity
6. Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Net Worth (total shareholders' equity) for the year.
7. Basic & Diluted Earnings Per Share (EPS) means Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI
8. Basic & Diluted Earnings Per Share after bonus/split means Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of dilutive equity shares after split/bonus outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI
9. Net Assets Value per share means Net Asset Value (Net Worth), as restated, at the end of the period or year/ Number of equity shares outstanding at the end of the year/ period

### Our Strengths

We believe that our principal competitive strengths are as follows:

#### **1. Growing presence in telecommunications Circles with high growth potential**

As on June 30, 2023, we have nationwide operations across all an aggregate 373 towers installed in India. We have presence in B-category and C-category Telecommunications Circles. For details in relation to metro

telecommunications Circles and A-category, B-category and C-category telecommunications Circles, see the section “Definitions and Abbreviations” on page 1.

We believe that, as wireless telecommunications operators demand for data services increases, wireless telecommunications service providers in the metro telecommunications Circles and A-category Circles will seek to expand their existing networks to accommodate the roll out of newer technologies such as 5G. We believe that this will benefit us, as it has an extensive presence in these metro telecommunications Circles and A-category Circles. Further, we believe that B-category and C-category Circles have untapped consumer potential for voice services, and will also see increasing demand for services. In addition, rural areas in India currently suffer from low penetration of telecommunications services, and we believe that these areas offer potential for growth of voice and, over time, data services.

## ***2. Experienced and dedicated senior team across key functions***

We are led by a management team that has been involved in the roll-out of our existing portfolio from the start of its development until the present. Throughout the course of building our owned telecommunication portfolio numbering an aggregate 373 towers as on June 30, 2023, our management team, key /senior management team has developed project and operational management expertise and understands the key opportunities and risks associated with our business.

Our management team, key /senior management team have relevant experience and know-how in the telecom industry, across business development, operations, administration, marketing and human resource management. We leverage the understanding and the experience of our management and professional team comprising inter-alia, our Chairman and Managing Director, Rahul Sahdev, our Whole Time Director, Praveen Tandon, Chief Financial Officer, Sarvgya Jain and our Senior Manager Operation, Amit Chaudhary, in managing our operations and growth. Our professional team has experience in Procurement of Passive Infrastructure, Electronics, Project Management, Marketing, operation and network uptime, monitoring of and reporting on the implementation of agreed strategic initiatives, optimizing resources. Our team is skilled in making effective use of cost analysis tools in support of strategic sourcing process, procurement costs, cost reduction metrics and bottom line performance indicators. The knowledge and experience of our management team, key /senior management team of dedicated personnel provide us with a competitive advantage as we seek to grow our existing markets and enter new geographic markets.

We also have a dedicated team of engineers along with other skilled workforce. We continuously strengthen our engineering expertise by providing in house training to our workforce, in order to diversify and update their skill sets and keep them updated with the latest changes in manufacturing technologies and processes.

Our revenues and returns on investment will be primarily driven by our ability to develop / acquire sites of strategic importance and high growth potential, secure better commercial terms from users and increase utilization of space and infrastructure on our sites. It may be possible for us to achieve these objectives since we are a third party neutral service provider with no business conflicts with other service providers in the telecom space and are best positioned to capitalize on this emerging opportunity.

We believe that this expertise, which also extends down from our management team to many levels of our working teams, will prove to be a significant strength as we look to expand our portfolio and customer base over the course of the coming years. We believe that, among other things, this experience will provide us with advantages with respect to commercial negotiations with suppliers, identifying areas for cost reductions and other efficiencies.

## ***3. Efficient Business Model***

Our growth is largely attributable to our efficient business model which involves identification and assessment of the project with emphasis on cost optimization which is a result of executing our projects with planning and strategy.

Our business model relies more on speed of execution, quality of work performed and maintenance of the laid network. Our project team by using modern equipment’s and efficient labour manpower completes the project with quality and within the required timeframe. We also maintain our own network for maintenance purpose. Our Company follows a strategic approach during the project execution stage, which involves undertaking technical surveys and feasibility studies, identification of the material requirement at an early stage of project and the cost involved in undertaking the project. We believe that our project execution approach at each level of execution

enables us to complete the project with the desired standards and with the most competitive cost. Further, we focus to ensure high quality standards, as a result of which, we believe, we are able to deliver the project successfully with the required standards. The Current business model has facilitated us in maximizing our efficiency and increasing our profit margins. Additionally, use of the skilled manpower and modern equipment ensures better control over execution and timely completion of projects. Our experienced engineering and management team are responsible for ensuring that we execute the project in a systematic and cost-effective manner by monitoring operational costs, administrative costs and finance costs at every stage of the project cycle and applying checks and controls.

#### ***4. Established relationship with our client***

We have developed strong and sustaining relationships with our Telecom service Provider (TPS) of Bharti Airtel Limited. The Bharti Airtel Limited contributed ₹ 61.76 lakhs ₹ 42.59 lakhs, and ₹ 9.07 lakhs for the fiscal 2023, 2022, 2021 respectively as per the Restated Consolidate Financial Information which constitute 19.02%, 90.06% and 100.00% of our revenue from operations for fiscal 2023, 2022 and 2021 respectively. Our track record of delivering timely services to our customer and demonstrated industry expertise consistently has helped us nurture long-term relationships with them.

### **Business Strategy**

#### ***1. Promote tower sharing***

According to TRAI, India is the second-largest and fastest-growing telecommunications market in the world. As per GSMA, India is on its way to becoming the second-largest smartphone market globally by 2025 with around 1 Billion installed devices and is expected to have 920 Million unique mobile subscribers by 2025 which will include 88 Million 5G connections. It is also estimated that 5G technology will contribute approximately \$450 Billion to the Indian Economy in the period of 2023-2040. (Source: <https://www.investindia.gov.in/sector/telecom>). Within this overall growth opportunity, we believe that there are compelling reasons for wireless telecommunications service providers to increasingly seek to share tower infrastructure. We believe that wireless telecommunications service providers are under pressure to reduce their operating expenses and capital expenditure.

Consequently, we believe that sharing space on towers owned and operated by third parties makes more economic Other factors that promote tower sharing include government incentive schemes and policies that promote such sharing, such as the Universal Service Obligation Fund initiated by the DoT, the expansion of wireless networks to India's less densely-populated and more remote areas and the increasing penetration of new technologies such as 5G services.

#### ***2. Focus on increasing revenue and capital productivity across existing tower portfolios***

SAR Televenture Limited intend to actively seek out opportunities to increase revenue productivity across our existing tower portfolios. In addition to the growth of the number of towers, SAR Televenture Limited will seek to increase sharing across their respective tower portfolios, increase the loading of active telecommunications equipment by their sharing operators, and explore avenues for alternative revenue generation at these sites.

The cost of establishing a tower is generally a one-time expenditure and the incremental capital expenditure and operating costs required to provide for loading of equipment by additional sharing operators at a tower are relatively low. In light of this, each additional sharing operator at a tower generally has a positive effect on margins. As such, our company intend to work towards attracting multiple additional wireless telecommunications service providers to their existing towers.

#### ***3. Actively seek opportunities to increase telecom operators in our portfolio***

We intend to actively seek out opportunities to add additional telecom operators as customers to our portfolio. As the costs of operating a tower locations are largely fixed and are recovered under the terms of the rental arrangement with the initial customer for any site, each additional customer beyond the first would be likely to have a positive effect on our margins. As such, we intend to actively look for opportunities to attract multiple wireless telecom operators to our telecommunication towers, including smaller and new Indian telecommunications companies with small networks which are unable or unwilling to make the significant investments required to build substantial proprietary passive infrastructure networks, wireless telecom operators



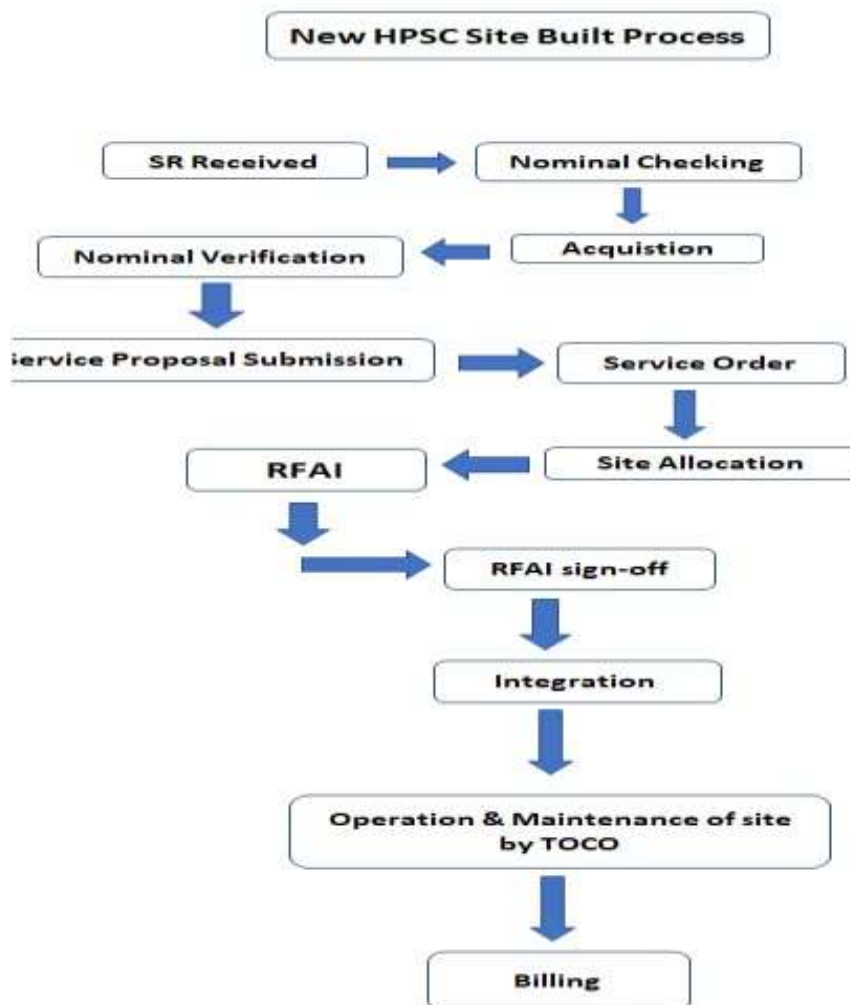
who prioritize quick access to new markets and operators of new and emerging wireless technologies who will look to roll out their new networks in an effective and cost-efficient manner.

#### 4. Capitalise on the rollout of new technologies and data services

The Indian wireless telecommunications market is experiencing an increase in demand for data services, the key catalysts of which are India’s growing young, urban population, the availability of affordable handsets and the production and proliferation of relevant content. We expect that the resulting expansion of 5G network services will require wireless telecommunications service providers to install additional active telecommunications transmission equipment at the towers where they currently operate. As per GSMA, India is on its way to becoming the second-largest smartphone market globally by 2025 with around 1 Billion installed devices and is expected to have 920 Million unique mobile subscribers by 2025 which will include 88 Million 5G connections. It is also estimated that 5G technology will contribute approximately \$450 Billion to the Indian Economy in the period of 2023-2040. (Source: <https://www.investindia.gov.in/sector/telecom>)

We expect wireless telecommunications service providers such as Bharti Airtel, Vodafone India to expand their networks in order to benefit from this growth. In addition to their existing leadership position in wireless voice services, Bharti Airtel, Vodafone India and Jio Cellular have collectively received 5G licences in all the telecommunications Circles in India. Further, we have extended 5G interest to various telecommunications Circles in India. We believe that they are likely to expand their networks to increase 5G penetration. We believe that such network expansion and the need for wireless telecommunications service providers to expand their customer base will lead to an increase in demand for new towers in areas with low coverage.

#### Business process chart





Constructing / installation of towers involves several steps and considerations. Here's a steps for the Constructing / installation of towers:

## **Business Operation Process**

### **1. Site Selection**

Our management team who are professionally qualified do the assessment of the project & ascertain the viability of the project. These assessment is based on various factors which include the study of the technical and commercial conditions, geographic location of the project and the degree of complexity in executing the project in such location, our current and projected workload, the likelihood of additional work, number of the manpower, the project cost and profitability estimates.

After conducting assessments, our research team get the approval of the management and carry the assessment of suitable locations for the tower installation. Their research for site location is based on factors such as coverage requirements, population density, existing infrastructure, and regulatory considerations. however, line of sight, proximity to power sources, and accessibility are still significant selection criterion. A strict protocol adhering to the invigilation of the location. We ensure that tower is not installed 100 meter radius of educational institutions or medical facilities.

### **2. Obtain Permits and Approvals:**

As we are holding IP1 licence which permit us to carry passive infrastructure telecom work, we do not require to obtain the permits, licenses, and approvals from local authorities, including zoning permits, environmental clearances and building permits. We need to enter into an agreement with the owner of the property. This step is very imperative in respect of compliance perspective.

### **3. Engineering and Design:**

After obtaining the permission & approval form various authorities or regulatoryies, our team of engineers consist of structural engineers, radio frequency engineers, and telecommunication experts do the handhold work to design the tower structure, taking into account load-bearing capacity, height requirements, wind resistance, and equipment placement. Our team also take special care for detailed drawing of a tower's foundation and design specifications. An engineer's certificate of structural stability showing the towers' height is required. While designing the tower, our engineer team give focus on that mobile tower's weight should not be a problem for the structure itself.

### **4. Site Preparation:**

Site plan displaying the whole plot's size and the number and height of buildings on the plot. Prepare the construction site by clearing any vegetation, levelling the ground, and ensuring proper drainage. Arrange for utilities such as electricity and fibre optic connectivity, which are crucial for powering and connecting the equipment. There are two types of sites:

- i. Cell Tower Site- which physical structures that are designed to support one or more cell sites; and
- ii. Rooftop Site- with a rooftop system, the antenna and transmission equipment are installed on a building's roof. The equipment is connected to utility power at the site and the backhaul fiber connection is brought up from the main telephone demarcation point in the building. Sometimes, building owners will lease their rooftops to wireless carriers if the building is in an optimal location for a cell site.

All equipment (antenna, building and ground) used to transmit cell signals to and from the mobile device back to the receiver. Typically includes transmitter/receivers, GPS, backup power sources, Base Transceiver Station (BTS), backhaul connections, and more.

### **5. Foundation Construction:**

As we are engaged in the roof tower installation, civil work for foundation construction does paly minor but significant role. Excavate the ground and construct a stable foundation for the tower. This typically involves pouring concrete footings or using specialized foundation designs based on the soil conditions and tower specifications.

## **6. Tower Erection:**

Mobile Tower Erection Work that is highly acknowledged by our experts for its precise execution and high durability. Our experts leave no stone unturned in order to comprehend the exact demands and requirements of Telecom Service Provider (TSP). Moreover, network, operator standards are followed to ensure top notch Erection Work that separates us from others. We assure timely completion of Erection Work projects. Towers shall be erected by piecemeal method on the foundations not less than 30 days after concreting and after such time that the concrete has acquired its full strength. The towers shall be erected in the best workman like manner and its members shall not be strained. Furthermore, care shall be taken to see that the jointing surfaces are clean and free from dirt or grit and if necessary Zinc rich point shall be applied. The tower erection shall be done in strict accordance of the approved drawings. If the stubs of super structures after the erection are found to differ from approved drawing or to be put off alignment, the tower shall be dismantled and re-erected.

## **7. Equipment Installation:**

Installing means setting up the necessary equipment on the tower like new radios, Antenna, radio transmitters, receivers, and signal processing units, connecting all the fiber and coax cables, connecting power to the cell-site. Position the equipment at optimal heights and angles to maximize coverage and minimize interference. The most basic requirements for a cell tower site are the radio equipment, antenna support, and the antenna(s), which carriers will be using to determine the specific frequencies the equipment will broadcast on. Because the equipment needs power, we need a constant power system. Since the power systems can and will fail occasionally, we also need backup power, which usually means a battery system with inverter.

## **8. Connectivity Setup:**

Establish the necessary connectivity between the tower and the core network. This includes connecting the tower to the fibre optic network for high-speed data transfer and configuring network switches, routers, and other networking equipment. Basically the antennas receive radio waves from different devices on different bands, depending on network generation used. Towers are usually connected to a data center via underground cables. That allows it to send and receive data to and from the data center.

## **9. Testing and Commissioning:**

Conduct thorough testing of the tower and associated equipment to ensure proper functioning and adherence to performance standards. Verify network connectivity, signal strength, and overall system performance. To test a cellular data network, towers and DAS require specific testing methods such as PIM testing, cable & antenna analysis and carrier-approved cell fiber tests. Towers will also require antenna alignment to direct signals to other towers.

## **10. Integration and Optimization:**

Integrate the tower into the existing telecommunication infrastructure, ensuring seamless handover and connectivity between neighbouring towers. Optimize the network settings and configurations for optimal performance and coverage. By using digital and intelligent methods, data flows are streamlined and work flows are optimized to automate and speed up mobile network construction. This supports the sustainable development of carriers' services.

Generally, it takes 45 to 60 days for completing installation of a single tower.

## **Service-wise revenue bifurcation:**

The details of service wise revenue bifurcation for the three months ended on June 30, 2023 and for the years ended on March 31, 2023, 2022, 2021 as below:

*(except percentages, all figures are in ₹ lakhs)*

Services	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Sales	% of Revenue from operations	Sales	% of Revenue from operations	Sales	% of Revenue from operations	Sales	% of Revenue from operations
<b>Revenue earned by the Company</b>								
Tower Installation	154.56	8.92%	642.99	19.81%	472.89	100%	90.71	100.00%
<b>Revenue earned from the subsidiary of the Company</b>								
Fiber cable laying and installation	1,167.35	67.40%	2,085.01	64.23%	-	-	-	-
Trading of network equipment	409.96	22.68%	518.17	15.96%				
<b>Total</b>	<b>1,731.87</b>	<b>100.00%</b>	<b>3,246.17</b>	<b>100.00%</b>	<b>472.89</b>	<b>100.00%</b>	<b>90.71</b>	<b>100.00%</b>

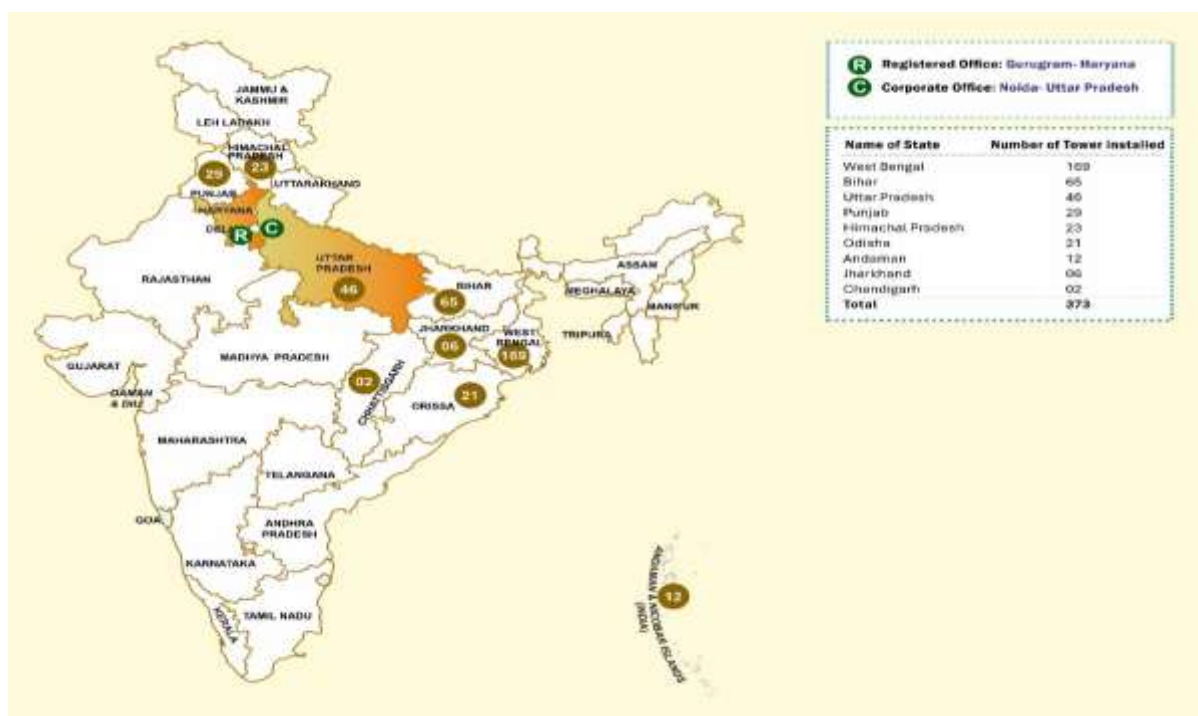
**Trading of Network Equipment:** The company carries out the trading of network equipment like optical fiber cables etc. The materials are procured locally from various traders. It places the order for the procurement of the material only after the confirmation of the order from customers. Initially, we receive a quote from the customer with a sale price and delivery schedule. Based on the price quote, we scout for the suppliers who can supply as per the terms of quote from the customer with maintaining the adequate margin for the company. Based on the available vendor, we confirm the supply schedule and receive the confirm order from the customer.

**Fiber Cable Laying and Installation Service:** Based on the orders we receive for fibre cable laying and installation, we place the order for the fibre cable as required in the installation and arrange for the contractors who commence the work for installation of the same. Once the installation is executed, it is inspected by the customers.

The above said services are provided in UAE & through third parties.

### Our Geographical Presence

The map below represents our state-wise presence as on June 30, 2023 (based on the number of tower installed):



The table below describes the geographical presence as on June 30, 2023 (based on the number of tower installed):

Name of State	Number of tower installed
West Bengal	169
Bihar	65
Uttar Pradesh East	46
Punjab	29
Himachal Pradesh	23
Odisha	21
Andaman	12
Jharkhand	06
Chandigarh	02
<b>Total</b>	<b>373</b>

**Geographic-wise revenue bifurcation:**

*(except percentages, all figures are in ₹ lakhs)*


Name of state (For Domestic spread)	June 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Sales	% of Revenue from tower installation	Sales	% of Revenue from tower installation	Sales	% of Revenue from tower installation	Sales	% of Revenue from tower installation
West Bengal	74.20	48.01%	308.33	47.95%	207.02	43.78%	52.25	57.60%
Bihar	25.16	16.28%	102.05	15.87%	93.36	19.74%	15.96	17.60%
Uttar Pradesh East	17.36	11.23%	74.30	11.55%	46.68	9.87%	13.79	15.20%
Punjab	13.10	8.48%	54.99	8.55%	32.47	6.87%	8.71	9.60%
Himachal Pradesh	8.13	5.26%	34.65	5.39%	36.53	7.73%	-	0.00%
Andaman	5.89	3.81%	24.69	3.84%	18.27	3.86%	-	0.00%
Odisha	7.57	4.90%	31.20	4.85%	24.35	5.15%	-	0.00%
Jharkhand	2.36	1.53%	9.34	1.45%	10.15	2.15%	-	0.00%
Chandigarh	0.79	0.51%	3.45	0.54%	4.06	0.86%	-	0.00%
<b>Total</b>	<b>154.56</b>	<b>100.00%</b>	<b>642.99</b>	<b>100.00%</b>	<b>472.89</b>	<b>100.00%</b>	<b>90.71</b>	<b>100.00%</b>

**Capacity and Capacity Utilisation:**

As we are engaged in service sector capacity and capacity utilisation is not applicable to us.

**Intellectual Property Rights:**

Our Company has the following trademarks:

Sr. No.	Logo	Trademark	Classes	Applicant	Application Number	Date of Application	Registration Status
2.		SAR (Device)	38	S A R Venture Private Limited	4513228	May 28, 2020	Registered

**Property: Details of its material properties**

We have one Registered Office which is situated at Plot. No. 346-A, 2<sup>nd</sup> Floor, Udyog Vihar Phase-4, Gurugram, Haryana - 122016, India and one Corporate Office at B-16, First floor, Noida Sector-2, Uttar Pradesh-201301, India.

Purpose	Address	Owned / Rented /Leasehold
Registered Office	Plot. No. 346-A, 2 <sup>nd</sup> Floor, Udyog Vihar Phase-4, Gurugram, Haryana - 122016, India	Leasehold
Corporate Office	B-16, First floor, Noida Sector-2, Uttar Pradesh-201301, India	Rented

*For further details, please refer 'Risk Factor no.27 –Our Registered Office and Corporate Office are located on land parcels that are not owned by us and are held by us on a Rented & leasehold basis. In the event we lose or are unable to renew such leasehold rights, our business, results of operations, financial condition and cash flows may be adversely affected' on page 44 of this Red Herring Prospectus.*

## Utilities

### *Electricity*

Our business operations require constant electricity supply. We source power for our sites from the local electricity board. For the three months ended on June 30, 2023 and for the Fiscals March 31, 2023, March 31, 2022 and March 31, 2021 for our electricity expenses were Rs. 8.24 lakhs, Rs.106.22 lakhs, Rs. 80.61 lakhs and Rs. 5.68 lakhs respectively Adequate and cost-effective supply of electrical power is perilous for our business operation. To meet exigencies in case of power failure, our sites are equipped with inverter and chargeable battery.

For additional information, see “Risk Factor no.9-A shortage or non-availability or interrupted of essential utilities of electricity could affect our business operations and have an adverse effect on our business, results of operations and financial condition” on page 37 of this Red Herring Prospectus.

### *Vendors / Suppliers*

Our Vendors are valued partners in our business development and we work with them in a spirit of mutual co-operation to meet our business objectives. We consider our vendors as partners in progress and believe in establishing mutually beneficial long term relationships. We provide necessary assistance in all areas of operation to maintain competitive cost & quality levels.

### *Components*

Passive Infrastructure means infrastructure that is not part of the active layer of a Telecommunications Network, including but not limited to, sites, buildings, shelters, towers, masts, poles, ducts, trenches, elect, Cables (fiber optic cable, coaxial cables) Connectors. Switchboards etc. The construction of passive telecommunication infrastructure requires an adequate supply of high-quality input components on a timely basis.

Below is a list of certain key input components required for installation of Poles including, but not limited to:

#### Civil Works –

- Galvanized Poles

#### Electrical Works –

- Earth strips
- Power Cable
- Other electrical ancillaries like switches, fuse boxes.

#### The additional key input components required for installation of Towers include –

- Rectifiers
- Invertors Batteries

We require poles, electrical equipments, batteries, civil work etc. for the tower installation. Based on the sites in hand, we identify the contractors who shall construct the sites. In some of the cases, the material is purchased through them and in other cases, they provide the end to end services for the tower construction with installation of equipments. These materials are procured in bulk quantities considering a substantial tower (in No) installation, to get a quantity discount leading to effective procurement. As regards to the post installation, the telecom

companies themselves maintain the tower, we are just required to ensure continuity of the electricity.

### ***Human Resource***

We consider our employees and personnel are one of our most important assets, who are critical to maintaining our competitive position, we also place importance on developing our employees and human resources. Our employees are key contributors to our business success. These employees are employed in various categories and cadres at projects sites, registered office and corporate offices. As on September 30, 2023 we have 38 employees including our Directors, Key Managerial Personnel who look after our business operations, secretarial compliances and Senior Managerial Personnel, who look after our management administrative, marketing and accounting functions in accordance with their respective designated goals. Following is a department wise employee break-up:

<b>Department</b>	<b>Number of Employees</b>		
	<b>Executive</b>	<b>Skilled</b>	<b>Unskilled</b>
<b><i>Directors</i></b>	6		
<b><i>Key Managerial Personnel</i></b>			
- Chief Financial Officer	1		
- Company Secretary & Compliance Officer	1		
<b><i>Senior Managerial Personnel</i></b>	1		
<b><i>Others</i></b>			
Accounts Executive		2	
Assistant Manager		1	
HR Manager		2	
Jr. Engineer		1	
MIS Executive		1	
Pantry boy			1
Project Coordinator		4	
Project Engineer		2	
Project Manager		2	
Regional head		1	
Sales Manager		1	
Senior Project Manager		1	
Senior Project Engineer		1	
Senior Manager-Finance		1	
Service & Project Engineer		1	
Senior Engineer		1	
Site Engineer		3	
Site Technician		2	
Technical Engineer		1	
<b>Total</b>	<b>9</b>	<b>28</b>	<b>1</b>

As on the date there has not been any contractual employees.

### ***Environment, Health, Quality and Safety***

We aim to comply with applicable health and safety regulations and other requirements in our operations that is aimed at complying with legislative requirements, requirements of our licenses, approvals, various certifications and ensuring the safety of our employees and the people working under our management. See “*Risk Factor no. 26- We are subject to various laws and regulations, including environmental and health and safety laws and regulations. If we fail to obtain, maintain or renew the licenses, permits and approvals required to operate our business, or fail to comply with applicable laws, our business, results of operations and financial condition may be adversely affected.*” on page 43 of this Red Herring Prospectus.

For information regarding applicable health, safety and environmental laws and regulations, see “*Key Regulations and Policies*” on page 120 of this Red Herring Prospectus.

### ***Insurance***

By being virtuous business practice, we have obtained a group personal accident, insurance policy in relation to accidents for our employees. These insurance policies are generally valid for a year and are renewed annually.

The details of Insurance policy is as under:

Insurance taken	Validity period		Sum Insured
	From	To	
Tata AIG General Insurance Company Ltd.	29-09-2023	28-09-2024	Any One Accident INR 50 Lakhs. Aggregate during the policy period INR 1 Crore

See “Risk Factor no. 34 – Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability” on page 46 of this Red Herring Prospectus.

### ***Quality Control and Assurance***

We are a quality-focused company and are committed to maintaining high standards of quality in our installation, operation and maintenance activities is critical to our growth and success. We place a strong prominence on quality control to ensure that the quality of our telecommunication infrastructure network complies with relevant laws and regulations and meets our customers’ requirements.

Quality has always been a focus area for management and is part of our organizational corporate goals. Our quality control process has resulted in certification and approval of ISO - 9001:2015. For further details pertaining to our Product and Quality Related Approvals and certifications please refer to chapter titled “Government and other Statutory Approvals” on page 177 of this Red Herring Prospectus.

### ***Transportation and Logistic***

We do not own any vehicles for the transportation of our products and/or raw materials; we therefore rely on third party transportation and logistics providers for delivery of our raw materials and products. However, we do not have any long-term contractual arrangements with such third-party transportation and logistics providers’ disruptions.

### ***Approach to marketing***

The senior management is actively involved in managing client relationships and business development. In order to maintain good relation with our customers, our promoters regularly interact with them and focuses on gaining an insight into the additional needs of our customers. Our business is dependent on developing & maintaining strong relationships with the various parties and the clients. We aim to continue to develop and maintain client relationships.

### ***Information Technology***

Investment in IT infrastructure is essential to improve our operational efficiencies, improve scale and enhance productivity. We have implemented an ERP solution, which helps standardize our processes and planning and management and to assist in the smooth functioning of finance, sales, stores, purchase, inventory and payroll functions on real time basis. Further, this system also enables us to track timely payment to vendors and contract suppliers, and receivables from customers.

### ***Information security and disaster recovery***

Information security is one of the key focus areas. We aim to protect data by firewalls, anti-virus software and keep two layer of data backups on our local system as well as off-site back up devices.

### ***Competition***

The industry segments in which we operate being diversified. We try to remain competitive by seeking to understand the markets in which we operate in better and identify emerging opportunities. We believe that our consistent tracking of markets is a key to our competitiveness and these factors inter alia enable us to anticipate

the needs of our customers. The tower infrastructure sharing business in India is highly competitive in nature. Most of the large players operating in this industry have distinctive advantage in terms of location, specific availability of resources and past experience in project execution.

There is no authentic / reliable data available to us on total industry size and our market share vis-a-vis our competitors. Some of the large players in our industry are Suyog Telematics Limited and Kore Digital Limited which are in similar line of business segments is similar to ours. However, our position in the market is unique as we are pioneers in the segment of pole solution, which forms a larger part of our business.

For further details on our competition, please see section titled “Industry Overview” on page 99 of this Red Herring Prospectus.



## KEY INDUSTRIAL REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 177 of this Red Herring Prospectus.*

### **A. BUSINESS/INDUSTRY SPECIFIC LAW**

#### **The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (“MSME”) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. As per the revised classification via Notification no. CG-DL-E-01062020-219680 applicable w.e.f. from July 1, 2020, an enterprise would be classified as: “Micro enterprise”, where the investment in plant and machinery or equipment does not exceed one Crore rupees and Turnover does not exceed five Crore rupees; “Small enterprise”, where the investment in plant and machinery or equipment does not exceed ten Crore rupees and Annual Turnover does not exceed fifty Crore rupees; or a “Medium enterprise”, where the investment in plant and machinery or equipment does not exceed fifty Crore rupees and the Annual Turnover does not exceed Two hundred and Fifty Crore rupees.

#### **Telecom Regulatory Authority of India Act, 1997 (“TRAI”)**

The Telecom Regulatory Authority of India (“the Authority”), is an independent regulatory authority for the telecommunications sector, which was established by an Act of Parliament, in 1997. The establishment of TRAI came as a consequence to the Government policies allowing private investments in telecom sector, especially in the light of a need of an impartial and independent sectoral regulator, at an arm’s length from the Government. With the amendments made in 2000 to the TRAI Act, the Authority’s erstwhile adjudicatory functions were moved to the Telecom Disputes Settlement and Appellate Tribunal (TDSAT). The TRAI Act was amended to state that, both, TRAI and TDSAT will regulate telecommunication services, adjudicate disputes, dispose of appeals, and protect the interests of service providers and consumers of the telecom sector, with the aim of promoting and ensuring its orderly growth. The Authority has the power to make recommendations, on issues concerning licenses, competition and technological improvements, development of telecommunication technology, equipment usage by service providers and efficient spectrum management.

#### **Indian Telegraph Act, 1885 (“Telegraph Act”)**

The Indian Telegraph Act, 1885 vests with the government an exclusive privilege with respect to telegraph. It gives the Government the power to issue license to private operators for offering telegraph services. Further, vide amendments made in 2003, the Telegraph Act deals with setting up of the Universal Service Obligation Fund (USOF) for the purpose of meeting universal service obligations. The Telegraph Act lays down the procedures and guidelines to be followed; for installing and maintaining communication equipment and sets the guidelines for setting up of communication devices in private property. The India Telegraph Act provides for the procedure for resolution of any dispute which may arise between the service provider and the owner of such private property.

#### **India Wireless Telegraphy Act, 1933 (“the Act”)**

The main objective of the Indian Wireless Telegraphy Act, 1933 is ‘to regulate the possession of wireless telegraphy apparatus. The legislation was enacted so to establish a licensing framework for the use of wireless apparatus and make tracing such entities feasible. The legislation is also important to oversee the installation, working and maintenance of wireless apparatus. The Act prohibits possession of wireless telegraphy apparatus without a license. Presently the Act is used to prosecute cases, related to illegal possession and transmission via

satellite phones. The telegraph authority constituted under the Indian Telegraph Act, 1885 shall be the competent authority to issue licences under this Act.

### **Registration as Infrastructure Provider Category - I**

Telecommunications infrastructure service providers are required to be registered with the DoT as an IP-I Provider and obtain a certificate in this regard from the DoT (“IP-I Registration Certificate”). An IP-I Provider can provide infrastructure such as dark fibres, right of way, duct space and towers on lease / rent out / sale basis to the licensees of telecommunication services on mutually agreed terms, but in accordance with the terms and conditions set out in the IP – I Registration Certificate and the Guidelines for Registration of Infrastructure Providers Category- I by the DoT (“IP-I Guidelines”). The IP-I Registration Certificate may be cancelled by DoT upon breach of its terms by the IP-I Provider. Further, the IP-I Guidelines require an IP-I provider to be an Indian company registered under the Companies Act 1956/2013. FDI upto 100% under automatic route subject to para 3.1.1 of FDI policy 2020 and observance of conditions of IP-I registration by the company as well as investors as notified by the DoT from time to time. The registration further will stand cancelled if license is granted under section 4 of Indian Telegraph Act, 1885 to IP-I instead of registration, at a later date, said registration shall stand to be cancelled.

USOF officially launched *Telecom Technology Development Fund (TTDF)* Scheme on October 01<sup>st</sup>, 2022. TTDF Scheme is aimed for domestic companies and institutions involved in technology design, development, commercialization of telecommunication products and solutions, to enable affordable broadband and mobile services in rural and remote areas. This initiative helps to connect schools with varied volunteers from the Indian Diaspora namely, young professionals, retired teachers, retired Government officials, retired professionals, NGOs, Private Sector and Public Sector Companies, Corporate Institutions and many others.

### **Shops and Establishments legislations in various states**

Under the provisions of local shops and establishment legislations applicable in the states in which our establishments are set up, establishments are required to be registered under the respective legislations. These legislations regulate the condition of work and employment in shops and commercial establishments and generally prescribe obligations in respect of, among others, registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

The Uttar Pradesh Shops and Establishment Act, 1962 and Punjab Shops and Commercial Establishment Act, 1958 (Haryana follows Punjab Shops and Commercial Establishment Act) is applicable to the Company.

### **The Indian Stamp Act, 1899**

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not duly stamped cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence. However, the document can be accepted as evidence in criminal court.

## **B. ANTI-TRUST LAWS**

### **Competition Act, 2002**

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

## **C. GENERAL CORPORATE COMPLIANCE**

### **The Companies Act, 2013**

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the

eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **SEBI Regulations**

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957 and other rules and regulations, listed entities are mainly regulated by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **Indian Contract Act, 1872**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them. It is the essential Act which is being used for each and every commercial transaction.

## **D. LABOUR AND EMPLOYMENT LAWS**

### **The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“Act”) and the schemes formulated there under (“Schemes”)**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 (“EPF Act”) was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments.

EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (*twenty*) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the “Employees Provident Fund Scheme”, “Employees Deposit-linked Insurance Scheme” and the “Employees Family Pension Scheme”. Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **Employees State Insurance Act, 1948, as amended (the “ESIC Act”)**

The ESIC Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.’

### **Maternity Benefit Act, 1961**

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

### **Equal Remuneration Act, 1979**

The Equal Remuneration Act 1976 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work.

#### **Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 (“MWA”) came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

#### **Child Labour Prohibition and Regulation Act, 1986**

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

#### **The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **E. OTHER LAWS**

As Industry Practice, these laws are yet to be notified but voluntary compliance is done across Industry to the extent as required from time to time.

#### **Occupational Safety, Health and Working Conditions Code, 2020**

Occupational Safety, Health and Working Conditions Code, 2020 is an Act to consolidate and amend the laws regulating the occupational safety, health and working conditions of the persons employed in an establishment. The code amalgamate, simplify and rationalise the relevant provisions of the following thirteen Central labour enactments relating to occupation, safety, health and working conditions of workers, namely, 1. The Factories Act, 1948; 2. The Plantations Labour Act, 1951; 3. The Mines Act, 1952; 4. The Working Journalists and other Newspaper Employees (Conditions of Service and Miscellaneous Provisions) Act, 1955; 5. The Working Journalists (Fixation of Rates of Wages) Act, 1958; 6. The Motor Transport Workers Act, 1961; 7. The Beedi and Cigar Workers (Conditions of Employment) Act, 1966; 8. The Contract Labour (Regulation and Abolition) Act, 1970; 9. The Sales Promotion Employees (Condition of Service) Act, 1976; 10. The Inter-State Migrant workmen (Regulation of Employment and Conditions of Service) Act, 1979; 11. The Cine Workers and Cinema Theatre Workers Act, 1981; 12. The Dock Workers (Safety, Health and Welfare) Act, 1986; and 13. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The Code received the assent of the President of India on September 28, 2020 and is published in the official gazette. The Code extends to the whole of India and covers all employees and workers whether in the organised, unorganised or any other sector. The provisions of this code will be brought into force on a date to be notified by the Central Government.

#### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 08, 2019. Few sections of the code have been notified whereas the remaining provisions of the Code shall come into effect from the date notified in the Official

Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

### **The Code on Social Security, 2020**

Code on Social Security, 2020 is an Act to amend and consolidate the laws relating to social security with the goal to extend social security to all employees and workers either in the organised or unorganised or any other sectors. Code On Social Security, 2020, amalgamate, simplify and rationalise the relevant provisions of the following nine central labour enactments relating to social security, namely, (i) The Employees' Compensation Act, 1923;(ii) The Employees' State Insurance Act, 1948;(iii) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;(iv) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;(v) The Maternity Benefit Act, 1961;(vi) The Payment of Gratuity Act, 1972;(vii)The Cine Workers Welfare Fund Act, 1981; (viii) The Building and Other Construction Workers Welfare Cess Act, 1996; and (ix) The unorganised Workers' Social Security Act, 2008. The Code received the assent of the President of India on September 28, 2020 and is published in the official gazette. Few sections of the code have been notified whereas the remaining provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government.

### **The Industrial Relations Code, 2020**

Industrial Relations Code, 2020 is an Act to consolidate and amend the laws relating to Trade Unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial disputes. Industrial Relation Code 2020 amalgamate, simplify and rationalise the relevant provisions of (a) the Trade Unions Act, 1926; (b) the Industrial Employment (Standing Orders) Act, 1946; and (c) the Industrial Disputes Act, 1947. The Code received the assent of the President of India on September 28, 2020 and is published in the official gazette. The provisions of this code will be brought into force on a date to be notified by the Central Government.

## **F. ENVIRONMENT PROTECTION LAWS**

### **Environment Protection Act, 1986 (“Environment Act”)**

The Environment Act provides a framework for the coordination of activities of various state and central authorities established under previous environmental laws by the Central Government. The Environment Act states that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of prescribed standards. Further, it empowers the Central Government to make rules for various purposes, including prescribing asbelow:

- (i) the standards of quality of air, water or soil for various areas;
- (ii) the maximum allowable limits of concentration of various environmental pollutants for different areas; and
- (iii) the procedures and safeguards for the prevention of accidents which may cause environmental pollution and remedialmeasures for such accidents.

## **G. TAX LAWS**

### **Income Tax Act, 1961**

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. Other compliances like those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like are also required to be complied by every Company.

### **Goods and Service Tax (GST)**

The Goods and Services Tax (“GST”) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 (“CGST”), relevant state’s Goods and Services Act, 2017 (“SGST”), Union Territory Goods and Services Act, 2017 (“UTGST”).

### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

## **H. INTELLECTUAL PROPERTY LAWS**

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- Design Act, 2000

### **Trademarks Act, 1999**

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof.

## **I. FOREIGN EXCHANGE REGULATIONS**

### **The Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade Act, read with the applicable provisions of the Indian Foreign Trade Policy 2023, authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorized to appoint a ‘Director General of Foreign Trade’ for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### **Foreign Exchange Management Act, 1999 (“FEMA”) and regulations framed thereunder**

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department for Promotion of Industry and Internal Trade (“**DPIT**”), Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

## **J. CERTAIN OTHER LAWS AND REGULATIONS THAT MAY BE APPLICABLE TO OUR COMPANY**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like:

- The Indian Negotiable Instrument Act 1881;
- The Registration Act, 1908;
- Employees Compensation Act, 1923;
- Sale of Goods Act, 1930;
- The Information Technology Act, 2000;
- Consumer Protection Act, 2019; and
- Specific Relief Act 1963.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as “SAR Televenture Private Limited” as a private limited company under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated May 24, 2019 issued by the Registrar of Companies, Central Registration Centre. Subsequently, our Company was converted to a public limited company, pursuant to a special resolution passed by our shareholders in the extra-ordinary general meeting held on March 21, 2023 and the name of our Company was changed to the name of our Company was changed to ‘SAR Televenture Limited’ and a fresh certificate of incorporation consequent upon change of the name was issued by the Registrar of Companies, Delhi on April 13, 2023. The Corporate Identification Number of our Company is U45202HR2019PLC080514.

S A R Venture Private Limited and Mr. Deepak Chaudhary were the initial subscribers to the Memorandum of Association of our Company.

On the date of this Red Herring Prospectus, M.G Metalloy Private Limited is the Promoter of Our Company.

### Corporate Profile of our Company

For information on our Company’s business profile, activities, services, managerial competence, and customers, please refer to chapters titled “Our Management”, “Our Business” and “Industry Overview” on page 134, 107 and 99, respectively of this Red Herring Prospectus.

### Change in registered office of our Company

As on date of this Red Herring Prospectus, registered office of our Company is situated at P.NO – 346A, PH-4, Udyog Vihar, Gurugram, Haryana - 122016, India.

Date Board Resolution	New address	Old Address	Reason for Change
August 16, 2021	Plot. No. 346-A, 2 <sup>nd</sup> Floor, Udyog Vihar Phase-4, Gurugram, Haryana - 122016, India	H-110, Basement, Aaron Ville, Sector-48, Sohna Road, Gurgaon- 122001, Haryana India.	Operational convenience

### Major events and milestones

The table below sets forth some of the key events, milestones in our history since its incorporation.

Year	Events
2019-20	Incorporation of SAR Televenture Private Limited on May 24, 2019
2022-23	Since 2019, SAR Group has successfully grown into a strong company with last FY turnover of more than 25 crores.
2022-23	SAR is also having International operations through its 100% owner Subsidiary – M/s SAR Televenture FZE (originally incorporated as Shoora International FZE) in Ajman Free Zone.

### Awards and accreditations

The table below sets forth some of the awards and accreditations received by our Company:

Calendar Year	Awards and Accreditations
2020-21	SAR Televenture Limited is an ISO 9001:2015 and ISO 45001:2018 company

### Main objects of our Company

The main objects of our Company are as follows:

1. Interior and infra contracts and business supply assignments with trading of electrical items.
2. To engage in infrastructure development, Project Management Association including civil, mechanical, electrical and all other types erection, commissioning projects, project trading as well as consultant for execution of projects on turnkey basis for equipments of industrial, domestic and other purposes.



3. To carry on the business as builders, consultants, civil engineers, surveyors, designers, town planners, estimators, valuers, interior and exterior decorators, general and government civil contractors of immovable properties, all types of structural and pilling engineering work.
4. To construct, maintain, erect and lay out roads, highway sewers, drains, electric lines, cables and gas lines in over and under the estate of any other company or person or body corporate.
5. To construct, execute, carry out, equip, maintain, improve, develop civil and constructional work relating to roads, electric, power, heat and light supply work, hotels, buildings, godowns, pleasure grounds, parks, gardens, docks, embankments, bunds, bridges, wharves, canals, irrigation reclamations improvement, sewage, sanitary telegraphic, telephone works, warehouses, markets, public buildings and all other such civil and related constructional works.
6. To Carry on the Business of Internet Service Provider, Fiber link, Telecom Infrastructure like Telecom Tower and direct space lying on the Fiber.

### Amendments to Memorandum of Association

Since incorporation, no changes have been made to our Memorandum of Association.

Date of shareholder's resolution	Nature of amendments
July 12, 2019	<b>Alteration in Object Clause:</b> Clause 3 (a) being the objects to be pursued by the company on its incorporation was Addition in Main Object Clause. 6. <i>"To carry on the business of internet service Provider, Fiber link, Telecom Infrastructure like Telecom Tower and direct space lying on the Fiber."</i>
March 06, 2020	<b>Alteration in Capital Clause:</b> Clause V of the Memorandum of Association of our Company was amended to reflect increase in the authorized share capital of our Company from ₹1,00,000 consisting of 10,000 Equity Shares of ₹10 each to ₹50,00,000 consisting of 50,000 Equity Shares of ₹10 each.
March 21, 2023	<b>Alteration in Capital Clause:</b> Clause V of the Memorandum of Association of our Company was amended to reflect increase in the authorized share capital of our Company from ₹50,00,000 consisting of 50,000 Equity Shares of ₹10 each to ₹5,00,00,000 consisting of 5,00,000 Equity Shares of ₹10 each.
March 21, 2023	<b>Alteration in Name Clause:</b> Clause I of the Memorandum of Association of our Company was amended to reflect the change in name of our Company from "SAR Televenture Private Limited" to "SAR Televenture Limited"
June 19, 2023	<b>Alteration in Capital Clause:</b> Clause V of the Memorandum of Association of our Company was amended to reflect increase in the authorized share capital of our Company from ₹5,00,00,000 consisting of 5,00,000 Equity Shares of ₹10/- each to ₹5,00,00,000 consisting of 2,50,00,000 Equity Shares of ₹ 02 each.

Except as stated above, our Company has not made any amendments to its Memorandum of Association ("MoA") since its incorporation.

### Time and Cost Overrun

Our Company has not experienced any significant time and cost overrun in setting up projects.

### Details regarding material acquisition or disinvestments of business/undertakings, mergers and amalgamation.

Except as stated below, our Company has not made any material acquisition or disinvestments of business/undertakings, mergers and amalgamations.

Originally our subsidiary SAR Televenture FZE (Formerly known as Shoora International –FZE) was 100% controlled by M/s Shoora Capital Limited. By passing a board resolution dated January 03, 2023 by our Company,

our board has approved acquisition of 100% stake in M/s Shoora Capital Limited-FZE, by way of entering into Share Purchase agreement dated January 03, 2023 between SAR Televenture Private Limited and M/s Shoora Capital Limited.

#### **Revaluation of assets**

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves since its incorporation.

#### **Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks**

There are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

#### **Launch of key products or services, capacity/facility creation, location of plants, entry into new geographies or exit from existing markets**

For details of key products launched by our Company, entry into new geographies or exit from existing markets, see “Our Business” and “Major events and milestones- History and certain corporate matter” on page 107 and 127 of this Red Herring Prospectus.

#### **Holding company of our Company**

By way of unsecured loan convert into Equity on March 31, 2023, our Company has allotted 5,92,592 Equity shares to our corporate promoter M.G Metalloy Private Limited and by way of Preferential Allotment of 9,20,000 Equity shares on June 16, 2023, which were allotted to M.G Metalloy Private Limited (6,00,000 Equity Shares) and Rahul Sahdev (3,20,000 Equity Shares). By this way MG Metalloy Private has become holder of 11,92,592 Equity Shares, i.e., our major shareholder. Our Company vide shareholder resolution passed in the EGM dated June 19, 2023 approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹ 02 each. Accordingly, the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from from 21,00,000 equity shares of ₹ 10 each to 1,05,00,000 Equity Shares of ₹ 02 each. Consequently, 18,43,705 Equity Share of face value of ₹ 10 each held by M.G Metalloy Private Limited were divided into 92,18,525 Equity Share of face value of ₹ 02 each. Further, by way of transfer of 6,51,113 Equity Shares of our Company by Rahul Sahdev to M.G Metalloy Private Limited via entering into Share Purchase Agreement dated July 03, 2023, which resulted into M.G Metalloy Private Limited becoming the major shareholder of the Company by holding 92,18,525 Equity Shares constituting 87.80% of the issued, subscribed and paid-up Equity Share capital of our Company.

#### **Subsidiary of our Company**

As on date of this Red Herring Prospectus, we have one have one subsidiary company i.e. “SAR Televenture FZE (*Formerly known as Shoora International –FZE*)”. Originally our subsidiary SAR Televenture FZE (*Formerly known as Shoora International –FZE*) was 100% controlled by M/s Shoora Capital Limited. By passing a board resolution dated January 03, 2023 by our Company, our board has approved acquisition of 100% stake in M/s Shoora Capital Limited-FZE, by way of entering into Share Purchase agreement dated January 03, 2023 between SAR Televenture Private Limited and M/s Shoora Capital Limited. For further details, please see “Our Subsidiary” on page 131 of this Red Herring Prospectus.

#### **Associate or Joint ventures of our Company**

As on date of this Red Herring Prospectus, our Company does not have any associate companies.

#### **Significant financial and strategic partnerships**

As of the date of this Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

#### **Shareholders Agreement and Other Agreements**

As of the date of this Red Herring Prospectus, our Company has not entered into any Shareholders Agreements.

**Agreements with key managerial personnel or Senior Management Personnel or a Directors or Promoter or any other employee of the Company either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company**

There are no agreements entered into by a Key Managerial Personnel or Senior Management Personnel or Directors or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

**Key terms of other subsisting material agreements**

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company.

## OUR SUBSIDIARY

As on the date of this Red Herring Prospectus, our Company has one subsidiary, being SAR Televenture FZE. We do not have any joint venture or Associate Companies.

### Our Subsidiary

#### **SAR Televenture FZE (Formerly known as Shoora International –FZE)**

##### **Corporate Information**

SAR Televenture FZE was originally incorporated “Shoora International –FZE” registered in Ajman Free Zone, Ajman on November 03, 2016 as Free Zone Establishment with Limited Liability under the Commercial License No 19849 issued by Ajman Free Zone Authority, Government of Ajman. By making an application on June 08, 2023 for change of name from “Shoora International FZE” to “SAR Televenture FZE”. A new company registration certificate was issue on June 26, 2023 vide letter no AFZ/SR-1207623. The registered office address of our subsidiary is E1-309 A, Ajman, UAE.

Business License was originally issue on November 03, 2016 which was renew on November 03, 2022 with expiry date of November 02, 2023. The Licence Number / Registration number 19849.

##### **Present Activity**

As on the date of this Red Herring Prospectus, our subsidiary is engaged in the activities of (i) Wholesale of Fresh Foodstuff Trading -Import & Export (ii) Ferrous and Non Ferrous Metal Trading Import & Export; (iii) Wireless Communication Devices and Equipment Trading; and (iv) Electronic Chips & Semiconductors trading Import/Export

##### **Change in Activity**

Except as stated below, our Subsidiary has not changed in activities from the date of its incorporation.

Since the incorporation, our subsidiary was engaged in the activities of (i) Wholesale of Fresh Foodstuff Trading Import & Export; and (ii) Ferrous and Non Ferrous Metal Trading Import & Export. With effect from July 04, 2023 there is addition of two more activities (i) Wireless Communication Devices and Equipment Trading; and (ii) Electronic Chips & Semiconductors trading Import/Export

##### **Promoter of our Subsidiary**

As on the date of this Red Herring Prospectus, Promoter of our Subsidiary is our company i.e. SAR Televenture Limited.

##### **Details of change in control of our Subsidiary**

Originally our subsidiary SAR Televenture FZE (Formerly known as Shoora International –FZE) was 100% controlled by M/s Shoora Capital Limited. By passing a board resolution dated January 03, 2023 by our company, our board has approved acquisition of 100% stake in M/s Shoora Capital Limited-FZE, by way of entering into Share Purchase agreement dated January 03, 2023 between SAR Televenture Private Limited and M/s Shoora Capital Limited.

##### **Shareholding Pattern of our Subsidiary**

The issued, subscribed and paid-up capital is USD 50409 divided into 100 equity shares of face value ₹ 10 each value per share is USD 504.

<b>Name</b>	<b>Number of Shares held</b>	<b>% of holding</b>
SAR Televenture Limited	100	100.00
<b>Total</b>	<b>100</b>	<b>100.00</b>

##### **Board of Directors**

Pursuant to passing a Board Resolution dated June 02, 2023 by Shoora International –FZE, Mr. Sunny Thakral is appointed as director of our Subsidiary.

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Sunny Thakral	Director

### ***Financial information***

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revalidation reserves), (ii) sales; (iii) profit/loss) after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to SAR Televenture FZE for the last three financial years, extracted from its audited financial statements (as applicable) is available at the website of our Company at [www.sarteleventure.com](http://www.sarteleventure.com)

It is clarified that such details available in relation to SAR Televenture FZE on its website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations. None of our Company, the BRLM or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the link provided above.

### **Common pursuits among SAR Televenture FZE and our Company**

**i. common pursuits amongst the group companies/ subsidiaries/ associates companies and our company**

The business operations of SAR Televenture FZE is (i) Wholesale of Fresh Foodstuff Trading -Import & Export (ii) Ferrous and Non Ferrous Metal Trading Import & Export; (iii) Wireless Communication Devices and Equipment Trading; and (iv) Electronic Chips & Semiconductors trading Import/Export. As on date of this Red Herring Prospectus, there are no common pursuits among SAR Televenture Private Limited and our Company.

**ii. related business transactions amongst the group companies/ subsidiaries/ associates companies and their significance on the financial performance of our company**

Except as stated in “Annexure 28A Related Party Transactions on page F-24 under the chapter titled “Restated Consolidated Financial Information” on page 156 of this Red Herring Prospectus, there are no other related business transactions of our Company.

**iii. Group companies/subsidiaries/associate companies has business interests in our company**

**a) *In the promotion of our Company***

Our Group Company do not have any interest in the promotion of our Company.

**b) *In the properties acquired by our Company in the past three years before filing this Red Herring Prospectus with SEBI or proposed to be acquired***

Our Group Company is not interested in the properties acquired by our Company in the 03 (three) years preceding the filing of this Red Herring Prospectus or proposed to be acquired by our Company.

**c) *In transactions for acquisition of land, construction of building and supply of machinery***

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

### **Nature and Extent of Interest of our Subsidiary company in our Company**

Except as disclosed in “Our History and Other Certain Corporate Matters” on page 127 as on the date of this Red Herring Prospectus, our Subsidiary does not have any business interest in our Company, in the promotion of our Company, in the properties acquired by our Company in the past three years before filing this Red Herring Prospectus with SEBI or proposed to be acquired and in transactions for acquisition of land, construction of building and supply of machinery

**Other confirmations**

Our Subsidiary is not listed on any stock exchange in India or abroad. Further, neither have any of the securities of our Subsidiary been refused listing by any stock exchange in India or abroad, nor have any of our Subsidiary failed to meet the listing requirements of any stock exchange in India or abroad.

## OUR MANAGEMENT

Under the Articles of Association, our Company is authorised to have a not less than three (3) and not more than fifteen (15) Directors. As on the date of this Red Herring Prospectus, we have six (6) Directors on our Board, comprising, one (1) Managing Director, one (1) Whole-Time Director, two (2) Non-Executive Directors and two (2) Independent Directors. Amongst these directors, two of them are the woman director of our Company.

### Our Board of Directors

The following table sets forth details regarding our Board as on the date of this Red Herring Prospectus :

Sr. No.	Name, DIN, Designation, Period of Directorship, Term, Date of Birth, Age, Nationality, Address, Occupation	Other Directorships
1.	<p><b>Rahul Sahdev</b>  <b>DIN:</b> 00175840  <b>Designation:</b> Chairman and Managing Director  <b>Period of Directorship:</b> July 29, 2023 to July 28, 2028  <b>Address:</b> 1106, Sector, 17, Faridabad, Kheri Kalan 113, Faridabad, Haryana - 121002  <b>Occupation:</b> Business  <b>Date of Birth:</b> September 22, 1975  <b>Nationality:</b> Indian  <b>Age:</b> 48 years</p>	<p>1. JRS Impex Private Limited  2. Elite Sports concepts private Limited</p>
2.	<p><b>Praveen Tandon</b>  <b>DIN:</b> 06646092  <b>Designation:</b> Executive Director and Whole-time Director  <b>Period of Directorship:</b> July 29, 2023 to July 28, 2026  <b>Address:</b> Dendera 604, Omaxe Nile Apartments, Near Sai Temple, Sector 49 Sohna Road, Islampur (97), Gurgaon, Haryana – 122018.  <b>Occupation:</b> Business  <b>Date of Birth:</b> August 02, 1973  <b>Nationality:</b> Indian  <b>Age:</b> 50 Years</p>	<p>1. S A R Venture Private Limited  2. SAAN Education Academy Private Limited</p>
3.	<p><b>Chandra Prakash Srivastava</b>  <b>DIN:</b> 10209076  <b>Designation:</b> Non-Executive Director  <b>Period of Directorship:</b> June 30, 2023  <b>Address:</b> Flat No. 402, Belveere Tower, Charmwood Village, Faridabad, Surajkund, Faridabad, Haryana – 121009  <b>Occupation:</b> Business  <b>Date of Birth:</b> September 22, 1966  <b>Nationality:</b> Indian  <b>Age:</b> 57 years</p>	Nil
4.	<p><b>Kavya Jha</b>  <b>DIN:</b> 08046785  <b>Designation:</b> Non-Executive Director  <b>Period of Directorship:</b> June 30, 2023  <b>Address:</b> 112/2 C-1, Silver Oaks Apartment, DLF-1, Kanchan Marg, Opposite DLF Phase-I, Post office, Sector 26, Sikanderpur, Ghosi (68), Gurgaon, Haryana - 122002  <b>Occupation:</b> Business  <b>Date of Birth:</b> April 04, 1970  <b>Nationality:</b> Indian  <b>Age:</b> 53 years</p>	<p>1. Foxes Advisory Services Private Limited  2. Corporate World Samadhaan Private Limited</p>
5.	<p><b>Suman Kumar</b>  <b>DIN:</b> 00472365  <b>Designation:</b> Independent Director  <b>Term:</b> June 07, 2023 to June 06, 2028</p>	<p>1. Integrated Industries Limited  2. Maitree Education Foundation</p>

Sr. No.	Name, DIN, Designation, Period of Directorship, Term, Date of Birth, Age, Nationality, Address, Occupation	Other Directorships
	<b>Period of Directorship:</b> June 07, 2023 to June 06, 2028 <b>Address:</b> House No. 6669 Block No. 9, Street No. 7, Near Khalsa College, Dev Nagar, Karol Bagh, Central Delhi, Delhi - 110005 <b>Occupation:</b> Retired Professional <b>Date of Birth:</b> 11/04/1961 <b>Nationality:</b> Indian <b>Age:</b> 62 years	
6.	<b>Aishwarya Singhvi</b> <b>DIN:</b> 10241207 <b>Designation:</b> Independent Director <b>Period of Directorship:</b> July 19, 2023 to July 18, 2028 <b>Address:</b> 21, Nokha road, Neminath Jain Colony, Hiran magri Sec 3 Girwa, Shashtri circle, Udaipur, Rajasthan - 313001 <b>Occupation:</b> Professional <b>Date of Birth:</b> 29/11/1993 <b>Nationality:</b> Indian <b>Age:</b> 29 years	Nil

### Brief Biographies of our Directors

**Rahul Sahdev**, aged forty- seven (48) years, is the Chairman & Managing Director of our Company. He holds a degree in Advance Diploma in Business Management from National Business Management College, Australia. He holds a degree in Diploma in Marketing Department from Australian International College of Business also he holds the degree of Master of Business Administration in Marketing from Sydney University. He is associate with our Company since February 02, 2023. He has 18 years of experience in the field of marketing. Currently he looks after marketing and business development in our Company.

**Praveen Tandon**, aged fifty (50) years, is the Executive Director and Whole-time Director of our Company. He holds a degree in Bachelor in Engineering from Nagpur University. He has over 25 years of experience in Procurement of Passive Infrastructure, Electronics, Project Management, Marketing, and Customer Services Sales in Telecom Sector. He is expert in supervising logistics operations & ensuring timely execution, while adhering to transit guidelines and also demonstrated excellence in handling contracts, closure of deals, Contract Management. He is having depth knowledge in Contract Negotiations, Closure and Vendor contract management. He has been involved in Customer Contract management and Account management during Tenure with well-known Companies. He has the skilled in making effective use of cost analysis tools in support of strategic sourcing process, procurement costs, cost reduction metrics and bottom line performance indicators. He displayed prowess in managing Network rollout for the Circle and ensuring delivery of all items on time. He looks after the overall business execution in our Company.

**Chandra Prakash Srivastava**, aged fifty-six (57) years, is the Non-Executive Director of our Company. He holds BE (Production & Industrial Engineering), Allahabad in 1987. During his 36 years of experience, he acted as Telecom Sourcing & Business Development Veteran, having worked with most of the Telecom Companies in India at the Senior Management level. He has moved into an entrepreneurial role and he has been providing the consulting services to various companies associated with Telecom. He has been associated with our Company since June 30, 2023.

**Kavya Jha** aged fifty-three (53) years, is the Non-Executive Director of our Company. She degree holder of Bachelor of Science from University of Calcutta in the year 1989. During her 20 years of business experience, she engaged in the business of a branded apparel business that supplies branded clothing to schools & corporates and also another business of financial advisory, as she is a green planet crusader, she is member of Save Planet enthusiast community also. She has been associated with our company since June 30, 2023.

**Suman Kumar**, aged sixty-two (62) years, is the Independent Director of our Company. He has to his credit, of about 4 decades of experience in banking and finance. He last served as General Manager in IDBI Bank. He joined the erstwhile Industrial Development Bank of India (IDBI) in 1988. He has rich experience in Project Finance, HR and Trade Finance areas while working at IDBI in various capacities. He is an M. Com with an MBA (Finance) from Faculty of Management Studies, University of Delhi. He guides us on various matters of finance and banking.



**Aishwarya Singhvi**, aged twenty-nine (29) years, is the Independent Director of our Company. She holds a Master's & bachelor's in commerce from the Mohanlal Sukhadia University (MLSU) Udaipur. She is an associate member of the Institute of Company Secretaries of India. She has completed her management trainee from Practising company Secretary. She is having more than one year of post qualification experience in listed company.

### **Confirmations**

1. None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the Stock Exchanges in the five (05) years preceding the date of filing of this Red Herring Prospectus with the SEBI, during the term of his/her directorship in such company.
2. Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any Stock Exchanges(s) at any time in the past.
3. For details of disclosure pertaining to 'Wilful Defaulters' please refer to chapter titled "*Outstanding Litigations and Disclosure Requirements – Disclosures Pertaining to Wilful Defaulters*" on page 174. Our Directors have been never identified as a wilful defaulter or fraudulent borrowers, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.
4. Neither our Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
5. None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.
6. Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.
7. No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

### **Relationship between our Directors, Key Managerial Personnel, Senior Managerial Personnel**

As on date of this Red Herring Prospectus, none of the Directors on our Board are related to each other.

### **Arrangements and Understanding with Major Shareholders**

None of our Directors, Key Managerial Personnel or Senior Managerial Personnel have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which of the directors was selected as a director or member of senior management.

### **Details of service contracts entered into by the directors with the company providing for benefits upon termination of employment**

As on date of this Red Herring Prospectus, our Company has not entered into any service contracts with its directors which provide for benefits upon termination of employment.

Except as stated otherwise in this Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two (02) preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made regularly by our Company towards provident fund, gratuity fund and employee state insurance.

### **Borrowing Powers of our Board**

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to EGM held on April 20, 2023, resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorised to borrow, from time to time, such sum or sums of moneys which together with the moneys already borrowed as the Board may deem fit for the purpose of the business of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), in excess to the aggregate of the paid – up capital of our Company and its free reserves, provided that the total amount borrowed by the Board of Directors and outstanding at one time shall not exceed ₹1,00,00,00,000 (Rupees One Hundred Crore only).

### **Terms of appointment and remuneration of our Executive Directors**

#### *i. Terms of Appointment of Rahul Sahdev*

Pursuant to a resolution passed by the Board of Directors at the meeting held on July 28, 2023 and approved by the Shareholders of our Company at the Annual General Meeting held on July 29, 2023, Rahul Sahdev was appointed as the Managing Director of our Company for a period of 5 years with effect from July 29, 2023 along with the terms of remuneration, which provides that the aggregate of his salary, allowances and perquisites in any one financial year shall not exceed the limits prescribed under Clause (A) Section II of Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

<b>Particulars</b>	<b>Remuneration</b>
Basic Salary & Perquisites	₹ 6,00,000/- per annum

#### *ii. Terms of Appointment of Praveen Tandon*

Pursuant to a resolution passed by the Board of Directors at the meeting held on July 28, 2023 and approved by the Shareholders of our Company at the Annual General Meeting held on July 29, 2023, Praveen Tandon was appointed as the Whole Time Director of our Company for a period of 3 years with effect from July 29, 2023 along with the terms of remuneration, which provides that the aggregate of his salary, allowances and perquisites in any one financial year shall not exceed the limits prescribed under Clause (A) Section II of Schedule V and other relevant provisions of the Companies Act, 2013 read with the rules prescribed thereunder.

<b>Particulars</b>	<b>Remuneration</b>
Basic Salary & Perquisites	₹ 6,00,000/- per annum

### **Remuneration details of our Non-Directors Directors & Independent Directors**

#### *(i) Sitting fee details of our Non-Executive Directors and Independent Directors*

As on date of this Red Herring Prospectus, the Non-Executive Directors and Independent Directors of our Company namely Chandra Prakash Srivastava (*Non-Executive*), Kavya Jha (*Non-Executive*), Suman Kumar (*Independent Director*) and Aishwarya Singhvi (*Independent Director*) are entitled to receive a sitting fee of ₹ 5,000 for every meeting attended by such directors.

### **Payment or benefit to Directors of our Company**

Except as disclosed in this Red Herring Prospectus, no amount or benefit has been paid or given since the date of incorporation or is intended to be paid or given to the Executive Director except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our Directors.

### **Payment or Benefit to officers of our Company**

Except as stated otherwise in this Red Herring Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, since the incorporation, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made regularly by our Company towards provident fund, gratuity fund and employee state insurance.

### **Remuneration paid to our Directors by our Subsidiary**

As on date of this Red Herring Prospectus, our Subsidiary has not paid any remuneration to our Directors.

### **Loans to Directors**

As on date of this Red Herring Prospectus, our Company has not furnished any loans or advances to its Directors.

### **Bonus or Profit Sharing Plan for our Directors**

None of our Directors are a party to any bonus or profit-sharing plan.

### **Shareholding of Directors in our Company**

Except as stated below, none of our other Directors holds any Equity Shares of our Company as on the date of filing of this Red Herring Prospectus:

<b>Sr. No.</b>	<b>Name of the Shareholders</b>	<b>No. of Equity Shares</b>	<b>% of Pre-Issue Equity Share Capital</b>
1.	Praveen Tandon	3,67,685	3.50%
2.	Rahul Sahdev	1,00,000	0.95%

### **Shareholding of Directors in our Subsidiary**

None of the Directors of our Company hold any shares in the Subsidiary of our Company.

### **Interest of our Directors**

Our Directors are interested in our Company in the following manner:

- (a) All the Directors may be deemed to be interested to the extent of fees/remuneration, if any, payable to them for attending meetings of the Board or a Committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under the Articles of Association; For further details of interest of our Directors in our Company, see "Our Management - Remuneration/Compensation/Commission paid to Directors" on page 137 of this Red Herring Prospectus.
- (b) All the Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them and to the extent of any dividends payable to them and other distributions in respect of the said Equity Shares; Our Directors may also be interested to the extent of Equity Shares held by them or held by the entities in which they are associated as promoter, directors, partners, proprietors or trustees or kartas or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoter, directors, partners, proprietors, members or trustees, pursuant to this Offer. Except as disclosed in "Financial Information", "Our Promoter and Promoter Group" and "Our Subsidiary" on page 156, 149 and 131, respectively, our Directors are not interested in any other company, entity or firm.

### **Interest as to property**

As on date of this Red Herring Prospectus, the Directors of our Board are not interested in any property acquired or proposed to be acquired by our Company.

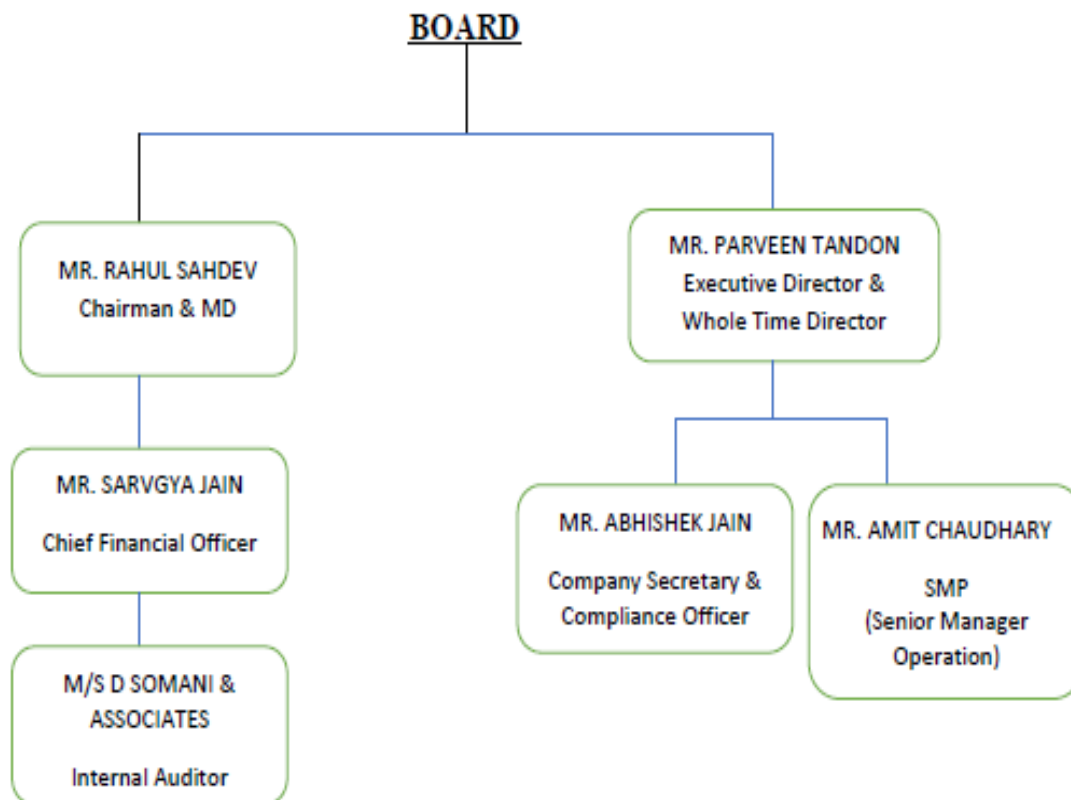
### Changes in our Board during the Last Three (03) Years

Except as disclosed below, there have been no changes in our Board during the last three (03) years.

Name of Director	Date of Appointment	Date of Cessation	Reason
Manan Garg	February 28, 2023	-	Appointment as Additional Director
Rahul Sahdev	February 28, 2023	-	Appointment as Additional Director
Deepak Chaudhary	-	March 18, 2023	Resignation as Director
Atul Matur	-	June 07, 2023	Resignation as Director
Suman Kumar	June 07, 2023	-	Appointment as Additional Director
Kavya Jha	June 30, 2023	-	Appointment as Additional Director
Chandra Prakash Srivastava	June 30, 2023	-	Appointment as Additional Director
Manan Garg	-	July 07, 2023	Resignation as Director
Aishwarya Singhvi	July 19, 2023	-	Appointment as Additional Director
Chandra Prakash Srivastava	July 29, 2023	-	Regularisation of Additional Director as Non-Executive Director
Kavya Jha	July 29, 2023	-	Regularisation of Additional Director as Non-Executive Director
Suman Kumar	July 29, 2023	-	Regularisation of Additional Director as Independent Director
Aishwarya Singhvi	July 29, 2023	-	Regularisation of Additional Director as Independent Director
Rahul Sahdev	July 29, 2023	-	Change in designation as Managing Director
Praveen Tandon	July 29, 2023	-	Change in designation as White-Time Director

### Management Organization Structure

Set forth is the management organization structure of our Company



### **Corporate Governance**

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance will be applicable to our Company immediately upon the listing of our Equity Shares on the Stock Exchanges.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

### **Committees of our Board**

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- a) Audit Committee;
- b) Stakeholders' Relationship Committee;
- c) Nomination and Remuneration Committee; and
- d) IPO Committee.

Details of each of these committees are as follows:

#### **a) *Audit Committee***

Our Audit Committee was constituted on July 31, 2023, in compliance with SEBI Listing Regulations with the following members forming a part of the said Committee:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>
1.	Mr. Suman Kumar	Chairman
2.	Ms. Aishwarya Singhvi	Member
3.	Mr. Rahul Sahdev	Member

The Audit Committee is in compliance with Section 177 of the Companies Act 2013 and Regulation 18 of the SEBI Listing Regulations. The Company Secretary shall act as the secretary of the Audit Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

**A. Powers of Audit Committee**

The Audit Committee shall have the following powers:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

**B. Role of the Audit Committee**

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
9. Approval of any subsequent modification of transactions of the company with related parties;

**Explanation:** The term "related party transactions" shall have the same meaning as provided in Clause 2 (zc) of the SEBI Listing Regulations and/or the Accounting Standards.

10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Reviewing the functioning of the whistle blower mechanism
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
22. Reviewing the utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees hundred crores or 100% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments, as may be applicable.

Further, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
  - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchanges(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.

- b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) the SEBI Listing Regulations.

As required under the SEBI Listing Regulations, the Audit Committee shall meet at least four times a year with maximum interval of 120 (one hundred and twenty) days between two meetings and the quorum for each meeting of the Audit Committee shall be two members or one third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

**b) Stakeholders' Relationship Committee**

Our Stakeholder' Relationship Committee was constituted on July 31, 2023. The members of the said Committee are as follows:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>
1.	Mr. Suman Kumar	Chairman
2.	Ms. Aishwarya Singhvi	Member
3.	Mr. Chandra Prakash Srivastava	Member

The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Company Secretary shall act as the secretary of the Stakeholders' Relationship Committee.

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights of by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipts of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and
5. Carrying out any other function as prescribed under the SEBI Listing Regulations as and when amended from time to time.

As required under the SEBI Listing Regulations, the Stakeholders Relationship Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the security holders. The quorum of the meeting shall be either two members or one third of the members of the committee whichever is greater.

**c) Nomination and Remuneration Committee**

Our Nomination and Remuneration Committee was constituted on July 31, 2023, with the following members:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>
1.	Mr. Suman Kumar	Chairman
2.	Ms. Aishwarya Singhvi	Member
3.	Mr. Chandra Prakash Srivastava	Member

The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Company Secretary shall act as the secretary of the Nomination and Remuneration Committee.



The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of independent directors and the Board;
3. Recommend to the Board of Directors all remuneration, in whatever form, payable to senior management;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
  - The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
7. Evaluating the performance of the independent directors and on the basis of their performance evaluation recommending the Board of Directors and the members of the Company to extend or continue the term of appointment of the independent director; and
8. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

As required under the SEBI Listing Regulations, the Nomination and Remuneration Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the shareholders. The quorum for each meeting of the said committee shall be either two members or one-third of the members of the committee whichever is greater, including at least one independent director in presence.

**d) IPO Committee**

Our IPO Committee was constituted on July 31, 2023, for the purpose of the Issue. The members of the said Committee are as follows:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>
1.	Mr. Rahul Sahdev	Chairman
2.	Mr. Praveen Tandon	Member
3.	Mr. Sarvgya Jain	Member

The Company Secretary shall act as the secretary of the IPO Committee.

The terms of reference of the IPO Committee include the following:

1. Approving amendments to the memorandum of association and the articles of association of the Company;
2. Approving all actions required to dematerialize the Equity Shares, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (the “CDSL”) and the National Securities Depository Limited (the “NSDL”);

3. Finalizing and arranging for the submission of the DRHP, this RHP, the Prospectus and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;
4. Approving a code of conduct as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
5. Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;
6. Approving suitable policies, including on insider trading, whistle blower/vigil mechanism, risk management and other corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws in connection with the Offering;
7. Deciding on the size and all other terms and conditions of the Offer and/or the number of Equity Shares to be offered in the Offer, including any Pre-IPO Placement, Reservation, Green Shoe Option and any rounding off in the event of any oversubscription as permitted under Applicable Laws;
8. Taking all actions as may be necessary or authorized in connection with the Issue;
9. Appointing and instructing book running lead manager, syndicate members, placement agents, bankers to the Offer, the registrar to the Offer, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies and all such persons or agencies as may be involved in or concerned with the Offer and whose appointment is required in relation to the Offer, including any successors or replacements thereof;
10. Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;
11. Entering into agreements with, and remunerating all such book running lead manager, syndicate members, placement agents, bankers to the Offer, the registrar to the Offer, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all other agencies or persons as may be involved in or concerned with the Offer, including any successors or replacements thereof, by way of commission, brokerage, fees or the like;
12. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing application to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreement with the Stock Exchanges;
13. Seeking, if required, the consent of the Company's lenders and lenders of its Subsidiary, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer;
14. Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;
15. Determining the price at which the Equity Shares are issued to investors in the Offer in accordance with Applicable Laws, in consultation with the book running lead manager and/or any other advisors, and determining the discount, if any, proposed to be issued to eligible categories of investors;
16. Determining the price band and minimum lot size for the purpose of bidding, any revision to the price band and the final Offer price after bid closure;
17. Determining the Bid/Offer opening and closing dates;
18. Finalizing the basis of allocation of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor in consultation with the book running lead manager, the Stock Exchanges and/or any other entity;

19. Opening with the bankers to the Offer, escrow collection banks and other entities such accounts as are required under Applicable Laws;
20. To issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
21. Severally authorizing Mr. Rahul Sahdev and Mr. Praveen Tandon (“**Authorized Officers**”), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officers consider necessary, desirable or expedient, in connection with the Offer, including, without limitation, engagement letters, memorandum of understanding, the listing agreement with the Stock Exchanges, the registrar’s agreement, the depositories’ agreements, the offer agreement with the book running lead manager (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the escrow agreement, confirmation of allocation notes, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer, the book running lead manager, syndicate members, placement agents, bankers to the Offer, registrar to the Offer, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officers shall be conclusive evidence of the authority of the Authorized Officers and the Company in so doing;
22. Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the Offer, including, without limitation, applications to, and clarifications or approvals from the GoI, the RBI, the SEBI, the RoC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officers and the Company, as the case may be;
23. Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officers may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officers shall be conclusive evidence of the authority of such Authorized Officers and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officers prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officers and the Company, as the case may be; and
24. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the Offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

### **Our Key Managerial Personnel**

In addition to our Managing Director and Whole-time director, whose details have been provided under paragraph above titled ‘*Brief Profile of our Directors*’, set forth below are the details of our Key Managerial Personnel as on the date of filing of this Red Herring Prospectus:

**Sarvgya Jain**, aged 25 years, is the Chief Financial Officer of our Company. He has passed Intermediate Examination of the Institute of Chartered Accountants of India. He has three plus years of experience in finance & relate matters like maintaining ledgers, creating internal control procedures to increase reporting accuracy and reduce error rate, preparing financial statements. He oversees the financial operations and ensuring tax compliance

in all the accounting activities. He looks after the finance related matters of our Company. He has been appointed as the Chief Financial Officer of our Company with effect from July 07, 2023.

**Abhishek Jain**, aged 30 years is the Company Secretary and Compliance Officer of our Company with effect from July 07, 2023. He holds degree in Bachelor of Commerce from University of Delhi in the year 2014. He has also completed his law graduate from Chaudhary Charan Singh University, Meerut. He is a fellow member of the Institute of Company Secretaries of India. He has over six years of experience in corporate, legal, secretarial due diligence, corporate governance, audit, SEBI, RBI and other applicable laws in India. He is responsible for handling secretarial and compliance matters of our Company and was appointed as a Company Secretary with effect from July 07, 2023.

### **Our Senior Managerial Personnel**

In addition to Mr. Sarvgya Jain, the Chief Financial Officer and Mr. Abhishek Jain, the Company Secretary and Compliance Officer of our Company, who are our Key Managerial Personnel and whose details are provided above in “Key Managerial Personnel”, the details of our other Senior Management Personnel as on the date of this Red Herring Prospectus is as set forth below:

**Amit Chaudhary** is the Senior Manager Operation of our Company. Pursuing to board resolution dated July 28, 2023, he has been appointed as Senior Manager Operation. He is Electrical Engineer from Azad Institute of Engineering & Technology in the year 2006. He has also completed his Bachelor of Information Technology (BIT) from Manipal Academy in the year 2003. He has over 11 years of experience in operation and network uptime, monitoring of and reporting on the implementation of agreed strategic initiatives, optimizing resources.

### **Relationship of Key Managerial Personnel and Senior Management Personnel with our Directors, Promoter and / or other Key Managerial Personnel and Senior Management Personnel**

None of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other.

### **Service Contracts with Key Managerial Personnel and Senior Management Personnel**

Our Key Managerial Personnel and Senior Management Personnel, are governed by the terms of their respective appointment letters/resolutions of our Board in relation their terms of appointment and have not entered into any other service contracts with our Company. Further, no officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits.

### **Interest of Key Managerial Personnel and Senior Management Personnel**

Except as disclosed in this Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management Personnel's have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to which they are entitled to our Company as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### **Arrangements and understanding with major shareholders, customers, suppliers or others**

None of the Key Managerial Personnel or Senior Managerial Personnel of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

### **Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Managerial Personnel**

Except the normal remuneration for services rendered by Key Managerial Personnel and Senior Managerial Personnel as disclosed in this Red Herring Prospectus, there is no compensation paid, or benefits in any kind granted, to them on an individual basis, by our company for services in all capacities to the issuer, including contingent or deferred compensation accrued for the year, even if the compensation is payable at a later date.

### **Bonus or Profit Sharing Plan for our Key Managerial Personnel and Senior Managerial Personnel**

None of our Key Managerial Personnel and Senior Managerial Personnel are party to any bonus or profit sharing plan.

### **Status of Key Managerial Personnel and Senior Managerial Personnel**

All our Key Managerial Personnel and Senior Managerial Personnel are permanent employees of our Company or our Subsidiary.

### **Shareholding of the Key Managerial Personnel and Senior Managerial Personnel**

Except as stated below, none of our Key Managerial Personnel and Senior Managerial Personnel of our Company holds any Equity Shares of our Company as on the date of filing of this Red Herring Prospectus:

<b>Sr. No</b>	<b>Name of the Key Managerial Personnel and Senior Management Personnel</b>	<b>Designation</b>	<b>Number of Equity Shares held</b>
1.	Rahul Sahdev	Managing Director and Chairman	1,00,000
2.	Praveen Tandon	Whole-time Director	3,67,685

### **Changes in Key Managerial Personnel and Senior Managerial Personnel in the Last Three Years**

Set forth below, are the changes in our Key Managerial Personnel and Senior Managerial Personnel in the last three years immediately preceding the date of filing of this Red Herring Prospectus:

<b>Name of the Key Managerial Personnel and Senior Management Personnel</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>	<b>Reason</b>
Sarvgya Jain	July 07, 2023	-	Appointment as Chief Financial Officer
Abhishek Jain	July 07, 2023	-	Appointment as Company Secretary and Compliance Officer
Amit Chaudhary	July 28, 2023	-	Appointment as Senior Manager Operation

### **Attrition of Key Managerial Personnel and Senior Managerial Personnel**

The attrition of the key management personnel is as per the industry standards.

### **Employee stock option and stock purchase schemes**

As on the date of this Red Herring Prospectus, we do not have any ESOP/ESPS scheme for our employees.

### **Payment or Benefit to Key Managerial Personnel and Senior Management of our Company**

No non-salary related amount or benefit has been paid or given to any of our Company's officers including our Directors, Key Managerial Personnel and Senior Management within the two preceding years of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

### **Service Contracts with Key Managerial Personnel**

Our Key Managerial Personnel are governed by the terms of their respective appointment letters/resolutions of our Board in relation their terms of appointment, and have not entered into any other service contracts with our Company. Further, no officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits.

### **Interest of Key Managerial Personnel**

Except as disclosed in this Red Herring Prospectus, none of our Key Managerial Personnel's have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to which they are entitled to our Company as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel have been appointed.

## OUR PROMOTER AND PROMOTER GROUP

As on the date of this Red Herring Prospectus, M.G Metalloy Private Limited is the Corporate Promoter of our Company. Our Corporate Promoter holds 92,18,525 Equity Share of face value ₹02 each, constituting 87.80% of the issued, subscribed and paid-up Equity Share capital of our Company.

For details of the build-up of the Promoters' shareholding in our Company, see *Capital Structure – History of the Equity Share capital held by our Promoter*” on page 72 of this Red Herring Prospectus.

### **Corporate Promoter of our Company: M.G Metalloy Private Limited**

#### ***Corporate Information***

M.G Metalloy Private Limited (“Corporate Promoter”) is originally incorporated as a private limited company under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated May 19, 2010. The CIN of the Company is U27101DL2010PTC202918. The registered office of our Corporate Promoter is at Office no 303, Third Floor, Building no 5, Community Center, Preet Vihar, New Delhi - 110092, India.

#### ***Present Activity***

As on the date of this Red Herring Prospectus, our corporate promoter is engaged in the trading of home Appliances.

#### ***Change in Activity***

At the time of incorporation Our Corporate Promoter was engaged in the business of trading of food & grain. By passing Special resolution dated July 07, 2023, the Corporate Promoter has changed its object clause of trading of home Appliances.

#### ***Promoter of our Corporate Promoter***

As on date of this Red Herring Prospectus, the promoters of our Corporate Promoter are Archana Rao and Hiren Vinod Shah.

#### ***Details of change in control of our Corporate***

Except as stated below, there has not been any change in the control by way of ownership of the company's shares and change in management of our corporate promoter in the five years immediately preceding the date of this Red Herring Prospectus.

#### **(i) Ownership of the company's shares:**

There was transfer of 9,09,169 Equity Shares of Corporate Promoter from Shaloo Garg to Manan Garg by way of gift deed dated March 14, 2023, and transfer of 1,249,226 Equity Shares of Corporate Promoter from Excel Overseas Limited to Gaurav Gupta on March 28, 2023. Pursuant to the said transfer of shares, Manan Garg and Gaurav Gupta became the major shareholders of the Corporate Promoter, holding 9,09,169 Equity Shares (comprising 42.12%) and 1,249,226 Equity Shares (comprising 57.88%) respectively of the issued, subscribed and paid-up Equity Share capital of our Corporate Promoter.

#### **(ii) Change in Management of the Corporate Promoter:**

With effect from February 17, 2022, Brajesh Kumar and Pradeep Sharma has resigned from their directorship and appointing Archana Rao and Hiren Vinod Shah were appointed as Directors and promoter of our Corporate Promoter.

#### ***Shareholding Pattern of our Corporate Promoter***

The authorised share capital of Our Corporate Promoter is ₹ 2,77,00,000 divided into 27,70,000 equity shares of face value ₹ 10 each and the issued, subscribed and paid-up capital is ₹ 2,15,83,950 divided into 21,58,395 equity shares of face value ₹ 10 each.

S.No.	Name	Number of Shares held	% of holding
1.	Manan Garg	9,09,169	42.12
2.	Gaurav Gupta	12,49,226	57.88
	<b>Total</b>	<b>21,58,395</b>	<b>100.00</b>

### **Board of Directors**

The board of directors of our Corporate Promoter comprise of the following members:

S.No.	Name	Designation
1.	Archana Rao	Director
2.	Hiren Vinod Shah	Director

### **Declaration by our Corporate Promoter**

Our Company confirms that the permanent account number, bank account number, company registration number and the details of the RoC where Our Corporate Promoter i.e. M.G Metalloy Private Limited is registered shall be submitted to the Stock Exchange at the time of filing this Red Herring Prospectus.

### **Change in the control of our Company**

Except as stated below, there has no been any change in the control by way of Ownership of the company's shares and change in management of our Company in the five years immediately preceding the date of this Red Herring Prospectus.

#### **(i) Ownership of the company's shares:**

At the time of incorporation, S A R Venture Private Limited and Deepak Chaudhary were holding 5,000 Equity Shares of face value of ₹ 10 each respectively constituting 50.00% each of the issued, subscribed and paid-up Equity Share capital of our Company. Deepak Chaudhary transferred his 5,000 Equity shares to S A R Venture Private Limited on July 15, 2020.

The Corporate Promoter viz. M.G Metalloy Private Limited, of our Company were allotted the Equity Shares of our Company: (i) by way of conversion of unsecured loan into Equity Shares of the Company on March 31, 2023, wherein 5,92,592 Equity Shares were allotted to Corporate Promoter; and (ii) by way of preferential allotment of 9,20,000 Equity shares on June 16, 2023, which were allotted to M.G Metalloy Private Limited (6,00,000 Equity Shares) and Rahul Sahdev (3,20,000 Equity Shares). Subsequent to the allotment of Equity Shares as mentioned herein, MG Metalloy Private became the major shareholder of our Company by holding 11,92,592 Equity Shares of our Company.

Our Company vide shareholder resolution passed in the EGM dated June 19, 2023, approved the sub-division of 01 (one) Equity Share of face value ₹10 each into 05 (Five) Equity Shares of face value ₹ 02 each. Accordingly, the number of issued, subscribed and paid-up Equity Shares of our Company were sub-divided from 21,00,000 equity shares of ₹ 10 each to 1,05,00,000 Equity Shares of ₹ 02 each. Consequently, 18,43,705 Equity Share of face value of ₹ 10 each held by M.G Metalloy Private Limited were divided into 92,18,525 Equity Share of face value of ₹ 02 each. Further, by way of transfer of 6,51,113 Equity Shares of our company by Rahul Sahdev to M.G Metalloy Private Limited via entering into Share Purchase Agreement dated July 03, 2023, M.G Metalloy Private Limited holds 92,18,525 Equity Share of our Company constituting 87.80% of the issued, subscribed and paid-up Equity Share capital of our Company, i.e. one of a major shareholder of our Company.

As on the date of this Red Herring Prospectus, our Corporate Promoter M.G Metalloy Private Limited, hold 92,18,525 Equity Share of face value ₹02 each, constituting 87.80% of the issued, subscribed and paid-up Equity Share capital of our Company.

#### **(ii) Change in Management of the Company:**

At the time of incorporation, Atul Mathur, Praveen Tandon and Deepak Chaudhary were first directors of our company.

As on the date of this Red Herring Prospectus, Rahul Sahdev, Managing Director; Praveen Tandon, Whole-Time Director of our Company.

### **Promoter experience in the business of our Company**

Our Corporate Promoter and its management have adequate experience in the line of business, including any proposed line of business (if any), of our Company. For details in relation to experience of promoter in the business of our Company, please refer to the chapter titled “Our Management” on Page 134 of this Red Herring Prospectus.

### **Interest of our Promoter**

Our Promoter is interested in our Company to the extent: (i) that it has promoted our Company; (ii) of its shareholding in our Company and the dividend payable, if any, and other distributions in respect of the Equity Shares held by it. For further details, see “Capital Structure”, “Related Party Transactions” and “Financial Information” on page 67, 154 and 156 respectively of this Red Herring Prospectus.

Our Corporate Promoter is not interested in any transaction in acquisition of land, construction of building or supply of machinery.

Our Corporate Promoter is not interested as a member of a firm or a company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or shares or otherwise by any person for services rendered by the Corporate Promoter or by such firm or company in connection with the promotion of our Company. Except as stated in “Annexure 28A Related Party Transactions” on page F-24 under the chapter titled “Restated Consolidated Financial Information” on page 156 of this Red Herring Prospectus, there has been no payment of any amount or benefit given to our Corporate Promoter during the two (02) years preceding the date of filing of this Red Herring Prospectus nor is there any intention to pay any amount or give any benefit to our Promoter as on the date of filing of this Red Herring Prospectus.

### **Payment or benefits to our Promoter in the last two years**

As on the date of this Red Herring Prospectus, no benefit or amount has been given or paid to our Corporate Promoter within the two years immediately preceding the date of filing this Red Herring Prospectus or is intended to be paid or given to our Promoter.

### **Material guarantees to third parties with respect to the Equity Shares**

As on the date of this Red Herring Prospectus, our Corporate Promoter have not given any material guarantees to any third-party with respect to the Equity Shares.

### **Companies or firms with which our Promoter have disassociated in the last 3 (three) years**

As on the date of this Red Herring Prospectus, our Corporate Promoter have not disassociated themselves from any companies, firms or other entities during the last three years preceding the date of this Red Herring Prospectus.

### **Compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:**

1. None of our Corporate Promoter, members of our Promoter Group, are debarred from accessing the capital markets by SEBI.
2. The Corporate Promoter of our Company is not a Promoter of any other company which has been debarred from accessing the capital market by SEBI.
3. Our Corporate Promoter has not been categorized as a Willful Defaulter or a Fraudulent Borrower (as defined in the SEBI ICDR Regulations).
4. Our Promoters has not been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

### **Promoter Group**

We do not have any Promoter Group as defined under Regulations 2(1)(pp) of the SEBI ICDR Regulations, 2018.



## OUR GROUP COMPANY

As per the SEBI ICDR Regulations, the term ‘group companies’, shall include (a) such companies (other than Promoter and Subsidiary(ies)) with which there were related party transactions (as covered under the applicable accounting standards (i.e., Ind AS 24 / AS 18 issued by the Institute of Chartered Accountants of India), during the period for which financial information is disclosed in the relevant Offer Document, and (b) any other companies as considered “material” by the Board pursuant to the materiality policy.

Accordingly, for (a), all such companies other than our Promoter and Subsidiary(ies)) with which our Company had related party transactions during the period covered in the Restated Consolidated Financial Information shall be considered as group companies, in terms of the SEBI ICDR Regulations.

For the purposes of (b) above, our Board, in its meeting dated July 31, 2023 decided, that a company shall be considered as a Material /Group Company if our Company has entered into one or more transactions with such company during the latest Fiscal, which in value exceeds 10% of the total revenue of our Company for that financial year as per the last audited financial statement on consolidated basis.

Based on the parameters (a) outlined above, our Board has identified the S A R Venture Private Limited identified as Group Company of our Company.

### ***I. S A R Venture Private Limited***

#### *Registered Office*

The registered office of S A R Venture Private Limited is situated at 156, Avtar Enclave, Paschim Vihar New Delhi-110063, India.

#### *Financial information*

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revalidation reserves), (ii) sales; (iii) profit/loss) after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to S A R Venture Private Limited for the last three financial years, extracted from its audited financial statements (as applicable) is available at the website of our Company at [www.sartelevventure.com](http://www.sartelevventure.com)

It is clarified that such details available in relation to S A R Venture Private Limited on its website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, would be doing so at their own risk. The link above has been provided solely to comply with the requirements of the SEBI ICDR Regulations. None of our Company, the BRLM or any of their respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the link provided above.

#### **Any pending litigation involving the group company which has a material impact on our Company**

Except as disclosed in the section entitled “*Outstanding Litigation and Other Material Developments*” on page 172, our Group Company is not party to any pending litigation which has a material impact on our Company.

### **Common pursuits among Group Company and our Company**

#### **i. Common pursuits amongst the group companies/subsidiaries/associates companies and our company**

As the S A R Venture Private Limited is engaged in the business of security surveillance, there is no common pursuits among Group Company and our Company.

#### **ii. related business transactions within the group and their significance on the financial performance of our company**

Except as disclosed in “Annexure 28A Related Party Transactions” on page F-24 under the chapter titled “Restated Consolidated Financial Information” on page 156 of this Red Herring Prospectus, there are no other related business transactions among Group Company and our Company.

**iii. Group companies/subsidiaries/associate companies has business interests in our Company**

**a) *In the promotion of our Company***

Our Group Company do not have any interest in the promotion of our Company.

**b) *In the properties acquired by our Company in the past three years before filing this Red Herring Prospectus with SEBI or proposed to be acquired***

Our Group Company is not interested in the properties acquired by our Company in the 03 (three) years preceding the filing of this Red Herring Prospectus or proposed to be acquired by our Company.

**c) *In transactions for acquisition of land, construction of building and supply of machinery***

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

***Confirmations***

Our Group Company do not have any securities listed on a stock exchange. Further, it has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Red Herring Prospectus.

## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions, during the last three (03) Fiscals, as per the requirements under the relevant accounting standards and as reported in the Restated Consolidated Financial Information, see “*Restated Consolidated Financial Information – Annexure 28A Related Party Transactions*” on page F-24 of this Red Herring Prospectus.

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## DIVIDEND POLICY

Our Company has adopted a dividend distribution policy (“**Dividend Policy**”) pursuant to a resolution of our Board dated July 07, 2023. The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in terms of the Dividend Policy and subject to the provisions of the Articles of Association and other applicable law, including the Companies Act, 2013 read with the rules notified thereunder, each as amended, together with the applicable rules issued thereunder. We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividend in the foreseeable future. In accordance with the Dividend Policy, our Board shall consider *inter alia* the following financial and internal parameters before declaring dividend: (i) distributable surplus available as per the Companies Act and SEBI Listing Regulations (ii) liquidity position and future working capital requirements and cash flow needs; (iii) track record of dividends distributed by our Company; (iv) capital expenditure requirements considering the expansion, investment and acquisition opportunities; (v) cost and availability of alternative sources of financing; (vi) leverage profit and liabilities of our Company; (vii) providing of unforeseen event and contingency with financial implications; and (viii) other factors considered relevant by our Board.

In addition, our ability to pay dividends may be impacted by a number of other factors, including significant macro-economic environment, taxation, Capital Markets (Debt Markets), Monetary Policy, Payout Ratios of comparable companies, other regulatory changes and restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time. For more information on restrictive covenants under our loan agreements, please see “Financial Indebtedness” on page 160.

The amounts paid as dividends in the past are not necessarily indicative of our Dividend Policy or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or the amount thereof will not be decreased in the future. For details in relation to the risk involved, see “*Risk Factors no. 23 – Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.*” on page 43.

Our Company has not declared or paid any dividends on the Equity Shares during the last three Fiscals, and for the period from April 1, 2023 until the date of this Red Herring Prospectus.

**SECTION – V FINANCIAL INFORMATION**

**RESTATED CONSOLIDATED FINANCIAL INFORMATION**

<b>Particulars</b>	<b>Page No.</b>
Restated Consolidated Financial Information	F-1 to F-34

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**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON CONSOLIDATED RESTATED FINANCIAL INFORMATION**

To,  
The Board of Directors  
SAR TELEVENTURE LIMITED  
#346-A, 2ND FLOOR, UDYOG VIHAR, PHASE-4,  
GURUGRAM-122016

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of **SAR Televenture Limited** (the "Company" or the "Holding Company" or the "Issuer"), its subsidiary company (collectively referred to as "the Group"), which comprising:

a) the Restated Consolidated Balance Sheet as at 30<sup>th</sup> June 2023, 31st March, 2023, 31st March, 2022 & 31st March, 2021

b) the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income) for the three month ended 30<sup>th</sup> June 2023, and for the years ended 31st March, 2023, 31st March, 2022 & 31st March, 2021

c) the Restated Consolidated Statement of Changes in Equity for the three month ended 30<sup>th</sup> June 2023, and for the years ended 31st March, 2023, 31st March, 2022 & 31st March, 2021

d) The Restated Consolidated Statement of Cash Flows for the three month ended 30<sup>th</sup> June 2023, and for the years ended 31st March, 2023, 31st March, 2022 & 31st March, 2021

e) the Summary of Significant Accounting Policies and other explanatory information (collectively, the 'Restated Consolidated Financial Information' ) for the three month ended 30<sup>th</sup> June 2023, and for the years ended 31st January, 2023, 31st March, 2022 & 31st March, 2021 (hereinafter together referred to as the "Restated Consolidated Financial Information") as approved by the Board of Directors of the Company at their meeting held on 28<sup>th</sup> July, 2023 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") to be prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act").

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

2. The Company’s Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India (“SEBI”), the stock exchanges where the equity shares of the Company are proposed to be listed (“Stock Exchanges”) and the Registrar of Companies, Mumbai, situated at Mumbai (“ROC”), in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company as per the basis of preparation stated in notes to the Restated Consolidated Financial Information.

The Board of directors of the Company and respective Board of Directors of the companies included in the Group are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information and the Restated Consolidated Financial Information. The Board of directors of the Company and the respective Board of Directors of the companies are also responsible for identifying and ensuring that the Group complies with the Act, the ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration that:

a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 16<sup>th</sup> Day of May, 2023 in connection with the proposed IPO of equity shares of the Company.

b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Statements; and

d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Financial Statements have been compiled by the management from Special Purpose Interim Audited financial statements at and for the quarter ended 30<sup>th</sup> June, 2023 and audited financial statements of the company as at and for the period/ year ended 31st March 2023, 31st March, 2022 & 31st March, 2021 prepared in accordance with Accounting Standard as prescribed under Section 133 of the Act and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their Board meetings.

5. For the purpose of our examination, we have relied on:

a) Special Purpose Interim Audited Financial statements dated 15<sup>th</sup> October, 2023 and Auditors reports dated 17<sup>th</sup> April, 2023, 22<sup>nd</sup> August, 2022, 30<sup>th</sup> August, 2021 respectively on the financial statements of the Company as at and for the quarter ended 30<sup>th</sup> June, 2023, and for the year ended 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 & 31<sup>st</sup> March 2021 as referred in Paragraph 4 above.

Further the financial statements for the year ended 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 & 31<sup>st</sup> March 2021 have been audited by other auditors whose reports have been furnished to us by the Company's management, and our opinions for the relevant years on the financial statements, in so far as they relate to the amounts and disclosures included in respect of the Company for the relevant years, are based solely on the reports of such other auditors. Our respective opinion on the restated financial statements is not modified in respect of the above matter.

6. We did not audit the financial statements of subsidiary - Shoora International FZE, Dubai, whose financial statements reflect total assets (before consolidation adjustments), total revenues (before consolidation adjustments) and net cash flows included in the Restated Consolidated Financial Information for each of those years is tabulated below:

(Rs. In Lakhs)

Particulars	As on 30/06/2023	As on 31/03/2023	As on 31/03/2022	As on 31/03/2021
Total Assets	669.81	555.83	-	-
Total Revenues	1579.05	2605.86	-	-

7. Based on our examination and according to the information and explanations given to us and also as per reliance placed on the reports of other auditors for the respective years as mentioned in paragraph 5 and 6 above, we further report that the Restated Consolidated Financial Information:

a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial period /years ended 30<sup>th</sup> June 2023, 31<sup>st</sup> March 2023, 31<sup>st</sup> March 2022 & 31<sup>st</sup> March 2021.

b) does not contain any qualifications requiring adjustments; and

c) has been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.



8. The Restated Consolidated Financial Information reflects the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraph 5 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the RHP and Prospectus to be filed with SEBI, Stock exchanges and ROC in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For M/s Dharit Mehta & Co.  
Chartered Accountants  
Firm Registration Number: 137728W**

**Dharit Mehta  
Proprietor  
M. No.: 157873  
UDIN : 23157873BGWHDP7559**

**Place: Ahmedabad  
Date: 21.10.2023**

## SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: U45202HR2019PLC080514 E-mail Id: info@sarteventure.com

### RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in Lakhs)

Particulars	Note No.	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
<b>A EQUITY AND LIABILITIES</b>					
<b>1 Shareholders' funds</b>					
(a) Share capital	1	210.00	65.29	4.18	4.05
(b) Reserves and surplus	2	3,114.40	1,113.42	(11.91)	(15.62)
(c) Money Received against share warrents		-	-	-	-
<b>2 Share application money pending allotments</b>		-	-	-	-
<b>3 Non-current liabilities</b>		-	-	-	-
(a) Long-term borrowings	3	685.53	839.01	267.60	136.87
(b) Deferred tax liabilities (net)		1.58	2.52	-	0.08
(c) Other Long Term Liabilities		-	-	-	-
(d) Long term provision		-	-	-	-
<b>4 Current liabilities</b>		-	-	-	-
(a) Short Term Borrowings	4	66.65	-	69.48	-
<b>(b) Trade payables</b>	5	-	-	-	-
(A) total outstanding dues of micro enterprises and small enterprises		-	-	-	-
(B) total outstanding dues of Creditors other than micro enterprises and small enterprises		177.46	249.14	53.57	9.10
(c) Other current liabilities	6	10.06	89.91	5.44	1.52
(d) Short-term provisions	7	59.09	61.48	22.47	8.82
<b>TOTAL</b>		<b>4,324.77</b>	<b>2,420.77</b>	<b>410.83</b>	<b>144.82</b>
<b>B ASSETS</b>					
<b>1 Non-current assets</b>					
(i) Property, Plant and Equipment	8	847.87	847.86	281.88	89.82
(ii) Intangible assets		-	-	-	-
(iii) Capital Work in progress		-	-	-	-
(iv) Intangible Assets under Development		-	-	-	-
(b) Non-current investments		-	-	-	-
(c) Deferred Tax Assets		-	-	0.90	-
(d) Long term loans and Advances		-	-	-	-
(e) Other Non Current Assets	9	3.73	3.32	2.36	0.26
<b>2 Current assets</b>		-	-	-	-
(a) Current Investments		-	-	-	-
(b) Inventories		-	-	-	-
(c) Trade receivables	10	754.49	649.41	84.20	39.40
(d) Cash and cash equivalents	11	14.19	71.69	0.44	3.13
(e) Short-term loans and advances	12	2,704.49	848.49	41.05	12.21
(f) Other Current Assets		-	-	-	-
<b>TOTAL</b>		<b>4,324.77</b>	<b>2,420.77</b>	<b>410.83</b>	<b>144.82</b>

See accompanying notes forming part of the restated financial statements

In terms of our report attached.

For M/s Dharit Mehta & Co.

Chartered Accountants

Firm Registration Number: 137728W

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

Dharit Mehta

Proprietor

M. No.: 157873

Place: Ahmedabad

Date: 21.10.2023

UDIN : 23157873BGWHDP7559

Rahul Sahdev

Director

DIN:- 00175840

Praveen Tandon

Director

DIN:- 06646092

## SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED  
Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)  
CIN: U45202HR2019PLC080514 E-mail Id: info@sartelevventure.com

### RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Amount in Lakhs)

Particulars	Note No.	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
<b>I Revenue from operations (gross)</b>	13	1,731.87	3,246.17	472.89	90.71
Less: Excise Duty		-	-	-	-
<b>Revenue from operations (net)</b>		<b>1731.87</b>	<b>3246.17</b>	<b>472.89</b>	<b>90.71</b>
<b>II Other Income</b>	14	3.48	5.46	2.46	-
<b>III Total Income (I+II)</b>		<b>1735.35</b>	<b>3251.63</b>	<b>475.35</b>	<b>90.71</b>
<b>IV Expenses</b>					
(a) Cost of materials consumed	15	1,324.25	2,115.35	-	-
(b) Purchase of Stock in Trade		-	-	-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-	-	-
(d) Employee benefits expenses	16	31.98	136.85	125.52	34.88
(e) Finance costs	17	11.34	45.39	21.68	3.69
(f) Depreciation and amortisation expenses		50.75	103.15	40.91	9.74
(g) Other expenses	18	117.49	423.57	284.51	45.03
<b>Total Expenses</b>		<b>1535.81</b>	<b>2824.31</b>	<b>472.62</b>	<b>93.34</b>
<b>V Profit before exceptional and extraordinary item and tax</b>		<b>199.54</b>	<b>427.32</b>	<b>2.73</b>	<b>-2.63</b>
<b>VI Exceptional Items</b>		-	-	-	-
<b>VII Profit before extraordinary item and tax</b>		199.54	427.32	2.73	(2.63)
<b>VIII Extraordinary Items</b>		-	-	-	-
<b>IX Profit before Tax</b>		199.54	427.32	2.73	(2.63)
<b>X Tax Expense:</b>					
(a) Current tax expense		8.11	35.53	-	-
(b) Deferred tax		(0.94)	3.43	(0.98)	0.08
<b>XI Profit / (Loss) for the period from continuing operations</b>		<b>192.38</b>	<b>388.36</b>	<b>3.71</b>	<b>(2.71)</b>
<b>XII Detail of Net Profit Attributable To:</b>					
(A) Owners of the Company					
(a) Pre-Acquisition Profit		-	333.00	-	-
(b) Revenue Profit		192.38	55.36	3.71	(2.71)
(B) Non-Controlling Interest		-	-	-	-
<b>XIII Profit / (Loss) for the period from continuing operations</b>		<b>192.38</b>	<b>388.36</b>	<b>3.71</b>	<b>(2.71)</b>
<b>XIV Earning per equity share:</b>					
(1) Basic	19	3.56	91.08	1.78	(1.71)
(2) Diluted		3.56	91.08	1.78	(1.71)

See accompanying notes forming part of the restated financial statements

In terms of our report attached.

For M/s Dharit Mehta & Co.

Chartered Accountants

Firm Registration Number: 137728W

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

Dharit Mehta

Proprietor

M. No.: 157873

Place: Ahmedabad

Date: 21.10.2023

UDIN : 23157873BGWHDP7559

Rahul Sahdev

Director

DIN:- 00175840

Praveen Tandon

Director

DIN:- 06646092

## SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED  
Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)  
CIN: U45202HR2019PTC080514

(Amount in Lakhs)

### RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

PARTICULARS	As at 30 June 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
<b>A. Cash flow from Operating Activities</b>				
Net Profit before tax as per statement of profit & loss	199.54	427.32	2.73	(2.63)
<u>Add/ (less): Adjustment for non- cash/ other items</u>				
Provision for Tax	-	-	-	-
Depreciation	50.75	103.15	40.91	9.74
Finance cost	11.34	45.39	21.68	3.67
Prior Period Adjustments	(0.32)	(7.62)	(0.01)	-
Deferred Tax	-	-	-	-
Foreign Exchange gain or loss	-	(1.65)	-	-
Interest Received	-	-	-	-
<b>Operating profit before working capital changes</b>	261.31	566.59	65.31	10.78
<u>Adjustment for working capital</u>				
Increase/(decrease) in trade payables	(71.67)	195.57	44.47	7.06
Increase/(decrease) in other current liabilities	(79.85)	84.47	3.92	1.52
Increase/(decrease) in short term provision	(10.50)	3.48	13.64	6.86
(Increase)/ decrease in other non- current assets	(0.42)	(0.96)	(2.10)	(0.26)
(Increase)/ decrease in trade receivables	(105.08)	(565.21)	(44.80)	(36.95)
(Increase)/ decrease in other current assets	-	-	-	(2.59)
(Increase)/ decrease in short term loans & advances	(1,856.00)	(807.45)	(28.83)	(4.21)
<b>Cash generated from operations</b>	(1,862.20)	(523.51)	51.61	(17.79)
Direct taxes paid	-	-	-	-
<b>Net Cash flow from Operating Activities (A)</b>	<b>(1,862.21)</b>	<b>(523.51)</b>	<b>51.61</b>	<b>(17.79)</b>
<b>B. Cash flow from Investing Activities</b>				
Sale/ (Purchase) of Property, plant & equipment	(50.76)	(669.12)	(232.97)	(93.99)
Sale/ (Purchase) of Investment	-	(17.65)	-	-
Interest received	-	-	-	-
Loans given	-	-	-	-
<b>Net Cash flow from Investing Activities (B)</b>	<b>(50.76)</b>	<b>(686.77)</b>	<b>(232.97)</b>	<b>(93.99)</b>
<b>C. Cash flow from Financing Activities</b>				
Net proceeds from issue of share capital	144.71	61.11	0.13	3.05
Net proceeds from short term borrowings	66.65	(69.48)	69.48	-
Net proceeds from long -term borrowings	(153.48)	571.40	130.74	112.87
Securities Premium	1,808.93	763.89	-	-
Interest Paid	(11.34)	(45.39)	(21.68)	(3.67)
TDS Receivable	-	-	-	-
<b>Net Cash flow from Financing Activities (C)</b>	<b>1,855.47</b>	<b>1,281.53</b>	<b>178.67</b>	<b>112.25</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>(57.50)</b>	<b>71.25</b>	<b>(2.69)</b>	<b>0.47</b>
Add: Opening cash and cash equivalents	71.69	0.44	3.13	2.66
<b>Closing cash and cash equivalents</b>	<b>14.19</b>	<b>71.69</b>	<b>0.44</b>	<b>3.13</b>
<b>Components of cash and cash equivalents</b>				
Cash in hand	5.26	3.38	0.44	0.20
Deposit with banks in current accounts	8.93	68.31	-	2.93
<b>Total cash and cash equivalents (Note 13)</b>	<b>14.19</b>	<b>71.69</b>	<b>0.44</b>	<b>3.13</b>

See accompanying notes forming part of the restated financial statements

In terms of our report attached.

For M/s Dharit Mehta & Co.

Chartered Accountants

Firm Registration Number: 137728W

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

Dharit Mehta

Proprietor

M. No.: 157873

Place: Ahmedabad

Date: 21.10.2023

UDIN : 23157873BGWHDP7559

Rahul Sahdev

Director

DIN:- 00175840

Praveen Tandon

Director

DIN:- 06646092

## SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: U45202HR2019PTC080514

### NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Rs.)

#### Note -1. SHARE CAPITAL

Particulars	As at 31 March 2023		As at 31 March 2022		As at 31 March 2021	
	Number of shares	Rs.	Number of shares	Rs.	Number of shares	Rs.
<b>(a) Authorised</b> 50,00,000 Equity shares of Rs.10/- each with voting rights	50,00,000	5,00,00,000	50,000	5,00,000	50,000	5,00,000
<b>(b) Issued, Subscribed and Paid up</b> 21,00,000 Equity shares of Rs.10 each with voting rights	6,52,860	65,28,600	41,750	4,17,500	40,500	4,05,000
<b>Total</b>	<b>6,52,860</b>	<b>65,28,600</b>	<b>41,750</b>	<b>4,17,500</b>	<b>40,500</b>	<b>4,05,000</b>

#### a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31 March 2023		As at 31 March 2022		As at 31 March 2021	
	Nos.	Rs.	Nos.	Rs.	Nos.	Rs.
Share Capital at the beginning of the period	41,750	4,17,500	40,500	4,05,000	10,000	1,00,000
Issue during the period :- Equity Shares issue*	6,11,110	61,11,100	1,250	12,500	30,500	3,05,000
<b>Outstanding at the end of the period</b>	<b>6,52,860</b>	<b>65,28,600</b>	<b>41,750</b>	<b>4,17,500</b>	<b>40,500</b>	<b>4,05,000</b>

\*During the month of April, May and June, 2023 the Company has issued shares of Rs. 19,53,63,900/- into equity shares totalling 14,47,140 valued at Rs.135/- relying on the valuation report given by CA Gaurang Agarwal, Registered Valuer.

#### b. Terms and rights attached to equity shares

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

#### c. List of Shareholders holding more than 5% share capital

Name of Shareholders	Value/Share	Total Value
M/s MG Metalloy Private Limited	10	1,19,25,920
Rahul Sahdev	10	67,11,130
<b>TOTAL</b>		<b>1,86,37,050</b>

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

Rahul Sahdev  
Director  
DIN:- 00175840

Praveen Tandon  
Director  
DIN:- 06646092

<b>SAR TELEVENTURE LIMITED</b>
Formerly named as SAR TELEVENTURE PRIVATE LIMITED
Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)
CIN: U45202HR2019PTC080514
<b>NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS</b>

d. Details of shares held by promoters

Quarter Ended 30.06.2023

Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	M/s S A R Venture Private Limited	31,250	1.49%	-3.30%
2	Anu Tandon	3,500	0.17%	-0.37%
3	Sheveta Chaudhary	3,500	0.17%	-0.37%
4	Sonal Mathur	3,500	0.17%	-0.37%
5	M/s MG Metalloy Private Limited	11,92,592	56.79%	-33.98%
6	Manan Garg	18,518	0.88%	-1.95%
7	Atul Mathur	96,296	4.59%	4.59%
8	Deepak Chaudhary	2,694	0.13%	0.13%
9	Praveen Tandon	77,037	3.67%	3.67%
10	Rahul Sahadev	6,71,113	31.96%	31.96%

Financial Year Ended March, 2023

Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	M/s S A R Venture Private Limited	31,250	4.79%	-67.07%
2	Anu Tandon	3,500	0.54%	-7.85%
3	Sheveta Chaudhary	3,500	0.54%	-7.85%
4	Sonal Mathur	3,500	0.54%	-7.85%
5	Mamta Gattani	-	0.00%	-1.56%
6	Ajay Gattani	-	0.00%	-1.44%
7	M/s MG Metalloy Private Limited	5,92,592	90.77%	90.77%
8	Manan Garg	18,518	2.84%	2.84%

Financial Year Ended March, 2022

Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	M/s S A R Venture Private Limited	30,000	71.86%	0.00%
2	Anu Tandon	3,500	8.38%	0.00%
3	Sheveta Chaudhary	3,500	8.38%	0.00%
4	Sonal Mathur	3,500	8.38%	0.00%
5	Mamta Gattani	650	1.56%	0.00%
6	Ajay Gattani	600	1.44%	0.00%
7	M/s MG Metalloy Private Limited	-	0.00%	0.00%
8	Manan Garg	-	0.00%	0.00%

Financial Year Ended March, 2021

Sr No.	Promotor's Name	No of shares	% of total shares	% Change during the year
1	M/s S A R Venture Private Limited	30,000	74.07%	24.07%
2	Deepak Chaudhary	-	0.00%	-50.00%
3	Anu Tandon	3,500	8.64%	8.64%
4	Sheveta Chaudhary	3,500	8.64%	8.64%
5	Sonal Mathur	3,500	8.64%	8.64%

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

Rahul Sahdev  
Director  
DIN:- 00175840

Praveen Tandon  
Director  
DIN:- 06646092

## SAR TELEVENTURE LIMITED

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Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: U45202HR2019PTC080514

### NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

#### e. Statement of Change in Equity

##### Quarter Ended 30.06.2023

Name of Shareholders	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
M/s S A R Venture Private Limited	31,250	-	31,250	-	31,250
Anu Tandon	3,500	-	3,500	-	3,500
Sheveta Chaudhary	3,500	-	3,500	-	3,500
Sonal Mathur	3,500	-	3,500	-	3,500
M/s MG Metalloy Private Limited	5,92,592	-	5,92,592	6,00,000	11,92,592
Manan Garg	18,518	-	18,518	-	18,518
Atul Mathur	-	-	-	96,296	96,296
Deepak Chaudhary	-	-	-	2,694	2,694
Praveen Tondon	-	-	-	77,037	77,037
Rahul Sahadev	-	-	-	6,71,113	6,71,113

##### Financial Year 2022-23

Name of Shareholders	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
M/s S A R Venture Private Limited	30,000	-	30,000	1,250	31,250
Anu Tandon	3,500	-	3,500	-	3,500
Sheveta Chaudhary	3,500	-	3,500	-	3,500
Sonal Mathur	3,500	-	3,500	-	3,500
Mamta Gattani	650	-	650	(650)	-
Ajay Gattani	600	-	600	(600)	-
M/s MG Metalloy Private Limited	-	-	-	5,92,592	5,92,592
Manan Garg	-	-	-	18,518	18,518

##### Financial Year 2021-22

Name of Shareholders	Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
M/s S A R Venture Private Limited	30,000	-	30,000	-	30,000
Anu Tandon	3,500	-	3,500	-	3,500
Sheveta Chaudhary	3,500	-	3,500	-	3,500
Sonal Mathur	3,500	-	3,500	-	3,500
Mamta Gattani	650	-	650	-	650
Ajay Gattani	600	-	600	-	600

**SAR TELEVENTURE LIMITED**

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CIN: U45202HR2019PTC080514

**NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS**

Financial Year 2020-21

Name of Shareholders	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
M/s S A R Venture Private Limited	30,000	-	30,000	1,250	31,250
Anu Tandon	3,500	-	3,500	-	3,500
Sheveta Chaudhary	3,500	-	3,500	-	3,500
Sonal Mathur	3,500	-	3,500	-	3,500
Mamta Gattani	650	-	650	(650)	-
Ajay Gattani	600	-	600	(600)	-

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITEDRahul Sahdev  
Director  
DIN:- 00175840Praveen Tandon  
Director  
DIN:- 06646092



## SAR TELEVENTURE LIMITED

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### NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

#### Note 2 RESERVES AND SURPLUS

(Amount in Lakhs)

Particulars	As at	As at	As at	As at
	30 June 2023	31 March 2023	31 March 2022	31 March 2021
	Rs.	Rs.	Rs.	Rs.
<b>(A) Securities premium account</b>				
Opening balance	763.89			
Add : Received during the year: 1447140 EQS X Rs.125/-	1,808.93	763.89	-	-
Closing balance	2,572.82	763.89	-	-
<b>(B) Surplus / (Deficit) in Statement of Profit and Loss</b>				
Opening balance	59.23	(11.91)	(15.62)	(12.91)
Add: Profit / (Loss) for the year	24.02	78.77	3.71	(2.71)
Add: Tax adjustments for earlier years	-	(7.63)	-	-
<b>Closing balance</b>	<b>83.25</b>	<b>59.23</b>	<b>(11.91)</b>	<b>(15.62)</b>
<b>(C) Capital Reserve / Goodwill</b>	458.34	290.30	-	-
<b>Total</b>	<b>3,114.40</b>	<b>1,113.42</b>	<b>(11.91)</b>	<b>(15.62)</b>

#### Note 3 LONG TERM BORROWINGS

(Amount in Lakhs)

Particulars	As at	As at	As at	As at
	30 June 2023	31 March 2023	31 March 2022	31 March 2021
	Rs.	Rs.	Rs.	Rs.
<b>UNSECURED LOANS</b>				
Loan from Banks/ NBFC	63.56	69.76	-	-
Loan from Related Party	221.51	371.74	262.80	136.87
Loan from Others-	-	-	-	-
Minions Venture Private Limited	0.73	0.73	4.80	-
Beyoflu International Spedition	5.13	2.18	-	-
<b>Total</b>	<b>290.93</b>	<b>444.41</b>	<b>267.60</b>	<b>136.87</b>
<b>OTHER LONGTERM LIABILITY</b>				
For Capital Goods from Salista Network Pvt Ltd	394.60	394.60	-	-
<b>Total</b>	<b>394.60</b>	<b>394.60</b>	<b>-</b>	<b>-</b>
<b>TOTAL</b>	<b>685.53</b>	<b>839.01</b>	<b>267.60</b>	<b>136.87</b>

#### Note 4 SHORT TERM BORROWINGS

(Amount in Lakhs)

Particulars	As at	As at	As at	As at
	30 June 2023	31 March 2023	31 March 2022	31 March 2021
	Rs.	Rs.	Rs.	Rs.
<b>SECURED LOANS</b>				
OD A/C	-	-	69.48	-
CASH CREDIT	66.65	-	-	-
(Secured against hypothecation of Stocks and Personal guarantee of Directors and equitable mortgaged of Factory Land and Building)				
<b>TOTAL</b>	<b>66.65</b>	<b>-</b>	<b>69.48</b>	<b>-</b>

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

**Rahul Sahdev**                      **Praveen Tandon**  
 Director                                      Director  
 DIN:- 00175840                      DIN:- 06646092

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**NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS****Note 6 OTHER CURRENT LIABILITIES**

(Amount in Lakhs)

Particulars	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Credit Card	-	-	0.99	-
Expenses Payable	1.46	3.20	4.45	1.52
<b>Other Payables</b>	8.60	3.93	-	-
Shoora Capital Limited HongKong	-	82.78	-	-
<b>Total</b>	<b>10.06</b>	<b>89.91</b>	<b>5.44</b>	<b>1.52</b>

Note : Provision for site rent expense and site electricity expenses have not been made for the month of March 2021 and 2022 aggregate amounting to Rs. 8.84 lacs and 15.04 lacs respectively. The same has been accounted for as expense in the month of april in subsequent financial year i.e. in the year 2021-22 and 2022-23 respectively.

**Note 7 SHORT TERM PROVISIONS**

(Amount in Lakhs)

Particulars	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
<b>(a) Provision for employee benefits</b>				
EPF Payable	0.22	0.13	0.17	0.14
ESI Payable	0.13	0.13	0.15	0.09
Salary & Wages Payable	10.80	14.71	14.98	5.19
<b>(b) Provision - for TAX</b>	-	-	-	-
TDS Payable	2.61	1.13	3.29	0.21
Income Tax Payable	43.64	35.53	-	-
<b>(c) Provision - Others</b>	-	-	-	-
Audit Fees Payable	-	-	0.45	-
Interest Payable	1.69	1.37	-	-
GST Payable	-	8.48	3.43	3.19
<b>Total</b>	<b>59.09</b>	<b>61.48</b>	<b>22.47</b>	<b>8.82</b>

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

**Rahul Sahdev**                      **Praveen Tandon**  
Director                                      Director  
DIN:- 00175840                      DIN:- 06646092

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### NOTES TO THE RESTATED FINANCIAL STATEMENTS

#### Note-8: PROPERTY, PLANT AND EQUIPMENT

(Amount in Lakhs)

Particulars	Mobile Phone	Plant & Machinery	Computers & Printers	Furniture & Fixtures	Office Equipment	Total
	0.23	99.50	0.29	-	-	100.02
<b><u>At March 31, 2021</u></b>						
Additions	1.07	228.18	2.40	0.69	0.63	232.97
Disposal/ Adjustments	-	-	-	-	-	-
Classified as held for sale	-	-	-	-	-	-
	1.30	327.68	2.69	0.69	0.63	332.99
<b><u>At March 31, 2022</u></b>						
Additions	0.63	631.00	0.18	0.77	71.34	703.92
Disposal/ Adjustments	-	-	-	-	-	-
Classified as held for sale	-	-	-	-	-	-
	1.93	958.68	2.87	1.46	71.97	1036.91
<b><u>At March 31, 2023</u></b>						
Additions	-	48.33	-	0.25	2.18	50.76
Disposal/ Adjustments	-	-	-	-	-	-
Classified as held for sale	-	-	-	-	-	-
	1.93	1007.01	2.87	1.71	74.15	1087.67
<b><u>At June 30, 2023</u></b>						
	0.06	10.02	0.12	-	-	10.20
<b><u>At 31 March, 2021</u></b>						
Depreciation charge for the year	0.26	39.85	0.69	0.06	0.05	40.91
Disposal/ Adjustments	-	-	-	-	-	-
Accumulated Dep. on assets held for sale	-	-	-	-	-	-
Transfer to Retained Earning	-	-	-	-	-	-
	0.32	49.87	0.81	0.06	0.05	51.11
<b><u>At 31 March, 2022</u></b>						
Depreciation charge for the year	0.61	87.01	0.91	0.19	49.22	137.94
Disposal/ Adjustments	-	-	-	-	-	-
Accumulated Dep. on assets held for sale	-	-	-	-	-	-
Transfer to Retained Earning	-	-	-	-	-	-
	0.93	136.88	1.72	0.25	49.27	189.05
<b><u>At 31 March, 2023</u></b>						
Depreciation charge for the year	0.11	35.70	0.14	0.05	14.75	50.75
Disposal/ Adjustments	-	-	-	-	-	-
Accumulated Dep. on assets held for sale	-	-	-	-	-	-
Transfer to Retained Earning	-	-	-	-	-	-
	1.04	172.58	1.86	0.30	64.02	239.80
<b><u>At June 30, 2023</u></b>						
<b><u>Net Carrying Value</u></b>						
<b><u>At June 30, 2023</u></b>	0.89	834.43	1.01	1.41	10.13	847.87
<b><u>At March 31, 2023</u></b>	1.00	821.80	1.15	1.21	22.70	847.86
<b><u>At March 31, 2022</u></b>	0.98	277.81	1.88	0.63	0.58	281.88
<b><u>At March 31, 2021</u></b>	0.17	89.48	0.17	-	-	89.82

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**NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS****Note 9 NON CURRENT ASSETS**

(Amount in Lakhs)

Particulars	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Long-term trade receivables (including trade receivables on deferred credit terms)	-	-	-	-
Security Deposits	3.73	3.32	2.36	0.26
Others (Specify nature)	-	-	-	-
<b>Total</b>	<b>3.73</b>	<b>3.32</b>	<b>2.36</b>	<b>0.26</b>

**Note 11 CASH AND CASH EQUIVALENTS**

(Amount in Lakhs)

Particulars	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
A) Cash In Hand	5.26	3.38	0.44	0.20
B) Bank Balance	8.93	68.31	-	2.93
<b>Total</b>	<b>14.19</b>	<b>71.69</b>	<b>0.44</b>	<b>3.13</b>

**Note 12 SHORT TERM LOANS AND ADVANCES**

(Amount in Lakhs)

Particulars	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Deffered Revenue Expenditure	14.54	-	-	-
Advances to Suppliers	234.00	-	8.76	-
Others	51.29	75.61	2.74	6.58
Advance to Creditors for Capital Goods	2,334.00	700.00	-	-
YEP TDS 22-23	2.32	-	-	-
Recievable from Hero Fin Corp (TDS)	-	0.14	-	-
TDS Receivable A.Y 2022-23 (after adj. tax 31-3-2022)	3.24	27.65	29.55	-
TDS Receivable A.Y. 2023-24	50.46	39.55	-	-
TDS Receivable A.Y. 2021-22	-	-	-	5.63
TDS Receivable A.Y. 2024-25	4.35	-	-	-
Prepaid Exp	10.29	5.54	-	-
<b>Total</b>	<b>2704.49</b>	<b>848.49</b>	<b>41.05</b>	<b>12.21</b>

For and on behalf of the Board of Directors of  
 SAR TELEVENTURE LIMITED

**Rahul Sahdev**                      **Praveen Tandon**  
 Director                                      Director  
 DIN:- 00175840                      DIN:- 06646092

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**NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS****Note 5 TRADE PAYABLES****Figures For the Quarter Ended 30th June 2023**

Particulars	(Amount in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	177.46	-	-	-	177.46
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-

**Figures For the Year Ended 30st March 2023**

Particulars	(Amount in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	249.14	-	-	-	249.14
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>249.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>249.14</b>

**Figures For the Year Ended 30st March 2022**

Particulars	(Amount in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	53.57	-	-	-	53.57
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>53.57</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>53.57</b>

**Figures For the Year Ended 30st March 2021**

Particulars	(Amount in Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	9.10	-	-	-	9.10
Dispute dues-MSME	-	-	-	-	-
Dispute dues	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>9.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9.10</b>

Note 10 TRADE RECEIVABLES  
NOTES ANNEXED TO AND FORMING PART OF THE RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Figures For the Quarter Ended 30th June 2023

Particulars	(Amount in Lakhs)					
	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	754.49	-	-	-	-	754.49
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

Figures For the Year Ended 30st March 2023

Particulars	(Amount in Lakhs)					
	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	649.41	-	-	-	-	649.41
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

Figures For the Year Ended 30st March 2022

Particulars	(Amount in Lakhs)					
	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	84.20	-	-	-	-	84.20
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

Figures For the Year Ended 30st March 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months -1Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed Trade Receivables- Considered Goods	39.40	-	-	-	-	39.40
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Others	-	-	-	-	-	-

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

**Rahul Sahdev**  
Director  
DIN:- 00175840

**Praveen Tandon**  
Director  
DIN:- 06646092

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### Note 13 REVENUE FROM OPERATIONS

Particulars	(Amount in Lakhs)			
	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Sale of products	-	-	-	-
Sale of Services	1,731.87	3,246.17	425.89	90.71
Grants or donations received (relevant in case of section 8 companies only)	-	-	-	-
Other operating revenue	-	-	47.00	-
<b>Total - Sales</b>	<b>1731.87</b>	<b>3246.17</b>	<b>472.89</b>	<b>90.71</b>

### Note 14 OTHER INCOME

Particulars	(Amount in Lakhs)			
	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Discount Received	-	0.49	-	-
Other non-operating income	-	-	-	-
Interest on Income Tax Refund	1.71	-	0.34	-
Miscellaneous Income	0.02	2.29	2.12	-
Other Income	1.75	2.68	-	-
<b>Total</b>	<b>3.48</b>	<b>5.46</b>	<b>2.46</b>	<b>-</b>

### Note 15 COST OF MATERIALS CONSUMED

Particulars	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Opening stock	-	-	-	-
Add: Purchases	1,324.25	2,115.35	-	-
	<b>1,324.25</b>	<b>2,115.35</b>	-	-
Less: Closing stock	-	-	-	-
<b>Cost of material consumed</b>	<b>1,324.25</b>	<b>2,115.35</b>	-	-

### Note 16 EMPLOYEE BENEFIT EXPENSES

Particulars	(Amount in Lakhs)			
	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Salaries and wages	26.96	129.77	120.91	33.83
ESI & EPF - Employer's Contribution	0.63	1.53	1.34	0.71
Staff Welfare Expenses	4.39	5.55	3.27	0.34
<b>Total</b>	<b>31.98</b>	<b>136.85</b>	<b>125.52</b>	<b>34.88</b>

### Note 17 FINANCE COST

Particulars	(Amount in Lakhs)			
	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Bank Charges	0.46	2.04	1.47	0.02
Interest on Loans	10.88	43.35	20.21	3.67
<b>Total</b>	<b>11.34</b>	<b>45.39</b>	<b>21.68</b>	<b>3.69</b>

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

Rahul Sahdev      Praveen Tandon  
Director                      Director  
DIN:- 00175840      DIN:- 06646092



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### Note 18 OTHER EXPENSES

Particulars	(Amount in Lakhs)			
	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
<b>A) DIRECT EXPENSE</b>				
Site Electricity Expense	8.24	106.22	80.61	5.68
Site Maintenance Expenses	2.32	10.65	73.62	10.77
License Fee	-	0.83	-	-
Rent Expense	36.75	147.54	98.60	25.34
<b>Total</b>	<b>47.31</b>	<b>265.24</b>	<b>252.83</b>	<b>41.79</b>
<b>B) INDIRECT EXPENSE</b>				
Business Promotion	1.27	39.98	3.89	0.04
Freight Expenses	0.16	2.93	1.61	0.06
Insurance Expense	-	0.77	-	-
Legal Expenses	11.29	17.81	0.02	0.02
Miscellaneous expenses	28.32	1.86	0.28	0.06
Office Expenses	-	10.22	0.76	0.53
Office Rent Expenses	5.98	24.28	8.77	0.74
Postage & Courier Expenses	0.07	0.45	2.27	-
Printing and Stationery Expenses	3.42	12.79	0.54	0.09
Professional Fees	5.09	0.47	2.84	0.75
Repair & Maintenance	0.02	0.23	0.34	-
Round Off	0.00	(0.01)	0.00	0.03
Statutory Audit Fee	-	3.00	0.50	0.50
Telephone & Internet Expenses	7.88	25.65	1.01	0.10
Transportation Charges	5.37	14.16	6.95	-
Travelling Expenses	0.09	0.80	0.66	-
Vehicle Running Expenses	0.27	2.57	1.24	0.06
GST input writtenoff	-	-	-	0.26
Water Expense	0.62	0.37	-	-
Brokerage Expenses	0.15	-	-	-
Exchange Rate Difference	0.18	-	-	-
<b>Total</b>	<b>70.18</b>	<b>158.33</b>	<b>31.68</b>	<b>3.24</b>
<b>Total</b>	<b>117.49</b>	<b>423.57</b>	<b>284.51</b>	<b>45.03</b>

Note : Provision for site rent expense and site electricity expenses have not been made for the month of March 2021 and 2022 aggregate amounting to Rs. 8.84 lacs and 15.04 lacs respectively. The same has been accounted for as expense in the month of april in subsequent financial year i.e. in the year 2021-22 and 2022-23 respectively.

### Note 19 Earning Per equity share

Particulars	(Amount in Lakhs)			
	As at 30 June 2023	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021
	Rs.	Rs.	Rs.	Rs.
Profit available to Equity Share Holders	192.38	388.36	3.71	-2.71
Weighted Average No. of Shares	5406523	426406	208134	158630
<b>Earning Per Share</b>	<b>3.56</b>	<b>91.08</b>	<b>1.78</b>	<b>-1.71</b>

Note : Weighted Average No. of shares have been calculated after considering the sub-division of equity shares on 19.06.2023, into Rs. 2 each of 5 equity shares out of 1 share of Rs. 10.

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

Rahul Sahdev Director DIN:- 00175840	Praveen Tandon Director DIN:- 06646092
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## SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: U45202HR2019PLC080514 E-mail Id: info@sarteventure.com

(Amount in Lakhs)

### Note 20: Provisions and Contingent Liabilities

Particulars	As At 30 June 2023	As At 31 March 2023	As At 31 March 2022	As At 31 March 2021
Capital Commitments (Letter of Credit issued)	-	-	-	-
Bank Guarantee issued not acknowledged as debt	-	-	-	-
<b>Total</b>	-	-	-	-

### Note 21: Segment Reporting

The company is exclusively engaged in construction of 5G/4G Towers which are onward leased to Telecom Companies. As per AS 17 "Operating Segments" there are no reportable operating segment applicable to the company.

### Note 22: Capital Management

The capital includes issued equity capital and other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value.

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximizing the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual planning and budgeting and its plan for working capital and long-term borrowings. The funding requirements are met through equity, internal accruals and a combination of both long-term and short-term borrowings.

The Capital Structure of the Company consists both debt and equity.

Gearing Ratio	As At 30 June 2023	As at 31 March 2023	As At 31 March 2022	As At 31 March 2021
Gross Debt (Long term and short term borrowings including current maturities)	752.18	839.01	337.09	136.87
Less: Cash and bank balances	14.19	71.69	0.44	3.13
Net Debt (A)	737.99	767.32	336.65	133.74
Total Equity (B)	3324.40	1178.71	-7.74	-11.57
<b>Net Debt to equity Ratio ( A/B )</b>	<b>0.22</b>	<b>0.65</b>	<b>-43.49</b>	<b>-11.56</b>

### Note 23: Previous Year Figure

Previous year's figure have been regrouped/ rearranged /recast, wherever necessary, to make them comparable with the current year's figures.

### Note 24: Risk Management

The Company's activities are exposed to market risk, liquidity risk and credit risk. The Company's Board of Directors has overall Company's responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

#### a. Credit Risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables, loans and Advances. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Credit risk related to these assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

## b. Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company liquidity position and cash and cash equivalents on the basis of expected cash flows.

## c. Market Risk

The fluctuation in foreign currency exchange rates may have a potential impact on the statement of profit and loss and equity, where any transaction references more than one currency or where assets/ liabilities are denominated in a currency other than the functional currency of the Company.

### Note 25: Statement of Accounting Ratios

Particulars	As At 30 June 2023	As at 31 March 2023	As At 31 March 2022	As At 31 March 2021
Net Worth(A)	3,324.40	1,178.71	(7.74)	(11.57)
Net Profit After Tax (B)	192.38	388.36	3.71	(2.71)
EBITDA	258.15	570.39	62.87	10.80
No. of Shares for Basic EPS	54,06,523	4,26,406	2,08,134	1,58,630
No. of Shares for Diluted EPS	54,06,523	4,26,406	2,08,134	1,58,630
Basic Earning Per Share (EPS)	3.56	91.08	1.78	(1.71)
Diluted Earning Per Share (EPS)	3.56	91.08	1.78	(1.71)
No. of shares outstanding	21,00,000	6,52,860	41,750	40,500
No. of shares after split	1,05,00,000	32,64,300	2,08,750	2,02,500
Return on Net Worth (B/A)(%)	5.79%	32.95%	-47.94%	-23.42%
Net Assets Value per Share	31.66	36.11	-3.71	-5.71
EBITDA Margins (%)	14.91%	17.57%	14.76%	11.91%

1) The ratios has been computed as below:

(a) Basic EPS (in ₹) = Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of equity shares outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI

(b) Diluted EPS (in ₹) = Net profit, after tax, as restated for the year/ period, attributable to equity shareholders/ Weighted average number of dilutive equity shares outstanding during the year/ period. The EPS calculations have been done in accordance with AS 20 "Earnings per share issued by ICAI

(c) Return on Net Worth (%) : Net profit after tax (restated)/ Net worth at the end of the period or year.

(d) Net assets value per equity share (in ₹) = Net Asset Value (Net Worth), as restated, at the end of the period or year/ Number of equity shares outstanding at the end of the year/ period

(e) EBITDA = Revenue from operations – (cost of materials consumed + excise duty + purchases of stock-in-trade + Changed in inventories of finished goods, stock-in-trade and work in-progress + Employee benefits expenses+ other expenses).

(f) Net worth for the ratios mentioned is = Equity Share Capital + Reserves and Surplus( including Securities Premium, General reserve and Surplus in statement of profit and loss).

### Note 26: Impact of Covid- 19

The outbreak of COVID-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and the business operations of the Company in terms of sales and production. The management has considered the possible effects that may result from the pandemic on the recoverability / carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Company's assets in future may differ from that estimated as at the date of approval of these financial results.

**Note 27: Restated Statement of Tax Shelter**

Particulars	As At 30 June 2023	As at 31 March 2023	As At 31 March 2022	As At 31 March 2021
<b>Profit before tax as per profit &amp; loss (A)</b>	<b>199.54</b>	<b>427.32</b>	<b>2.73</b>	<b>-2.63</b>
Tax at Notional Rate				
Applicable Corporate Tax Rate (%)	30%	30%	30%	30%
MAT Rates				
<b>Adjustments :</b>				
Add : Section 37 Disallowances	-	-	-	-
Add: Section 43B Disallowance	-	-	-	-
Add: Section 40A	-	-	-	-
Add: Section 40	-	-	-	-
Add: Share issue expense debited to P&L	-	-	-	-
Add: Any other addition	-	-	-	-
Less : Agriculture Income	-	-	-	-
Less: Share issue expenses allowed	-	-	-	-
Less : Other Allowable Deduction	-	-	-	-
<b>Total (I)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Timing Differences</b>				
Difference between tax depreciation and book depreciation	3.63	1.15	3.79	-0.21
Depreciation as Per Book	36.02	103.15	40.91	9.74
Depreciation as Per Income Tax	32.39	102.00	37.12	9.95
Other allowable deduction	-	-	-	-
<b>Total Timing Differences (B)</b>	<b>3.63</b>	<b>1.15</b>	<b>3.79</b>	<b>-0.21</b>
<b>Net Adjustments C = (A+B)</b>	<b>203.17</b>	<b>428.46</b>	<b>6.52</b>	<b>-2.84</b>
Income from Other Sources (D)	-	-	-	-
Income from Capital Assets (E)	-	-	-	-
Income from House Property(F)	-	-	-	-
Deduction under Chapter VIA (G)	-	-	-	-
Loss of P.Y. Brought Forward & Adjusted (H)	-	-	(12.14)	
<b>Taxable Income/(Loss) (C+D+E+F+G+H+I)</b>	<b>203.17</b>	<b>428.46</b>	<b>-5.62</b>	<b>-2.84</b>
Adjustment as per 115JB(2A) (J)				
<b>Restated Taxable Income/(Loss) as per MAT (A+J)</b>	<b>199.54</b>	<b>427.32</b>	<b>2.73</b>	<b>-</b>
<b>Tax as per MAT Calculation -1</b>	<b>4.86</b>	<b>19.65</b>	<b>0.43</b>	<b>-</b>
<b>Tax as per Normal Calculation -2</b>	<b>9.05</b>	<b>30.87</b>	<b>-</b>	<b>-</b>
<b>Income Tax as returned/computed (Higher of 1 or 2)</b>	<b>9.05</b>	<b>30.87</b>	<b>0.43</b>	<b>-</b>
Interest u/s 234A/B/C	-	-	-	-
<b>Total Income Tax as returned/computed</b>	<b>9.05</b>	<b>30.87</b>	<b>0.43</b>	<b>-</b>

**Note 28: Events after the reporting period**

The company has splitted off the equity shares in Extraordinary general meeting held on 19/06/2023 into Rs. 2 each of 5 equity shares out of 1 equity share of Rs. 10. The same is approved by NSDL through ISIN - INE0PUC01020 on 06th July, 2023.

For M/s Dharit Mehta & Co.  
Chartered Accountants  
Firm Registration Number: 137728W

For and on behalf of the Board of Directors of  
SAR TELEVENTURE LIMITED

Dharit Mehta  
Proprietor  
M. No.: 157873  
UDIN : 23157873BGWHDP7559  
Place: Ahmedabad  
Date: 21.10.2023

Rahul Sahdev  
Director  
DIN:- 00175840  
Praveen Tandon  
Director  
DIN:- 06646092

# SAR TELEVENTURE LIMITED

Formerly named as SAR TELEVENTURE PRIVATE LIMITED

Reg. Office: 346-A, 2nd Floor, Udyog Vihar, Phase-4, Gurugram-122016 (Haryana)

CIN: U45202HR2019PLC080514 E-mail Id:info@sartelevventure.com

## Note 28A : RELATED PARTY DISCLOSURES

In accordance with the requirements of Accounting Standard-18 'Related Party Disclosures' the names of the related parties where control exists and/or with whom transactions have taken place during the year if any and description of relationships, as defined and certified by the management along with transaction carried out during the year, are as follows.

(Amount in Lakhs)

Transaction with	Nature of Transaction	Transaction during the year ended on (Rs.)				Closing Balance as on (Rs.)			
		30-06-2023	31-03-2023	31-03-2022	31-03-2021	30-06-2023	31-03-2023	31-03-2022	31-03-2021
<b>Key Management Personnel –</b>									
Atul Mathur	Loan Taken	45.39	85.00	Nil	15.00	0.27	85.00	Nil	15.00
	Loan Repaid	130.12	Nil	15.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	Nil	0.15	Nil	Nil	Nil	Nil
	Interest paid	Nil	Nil	Nil	0.15	Nil	Nil	Nil	Nil
	Salary Paid	2.78	11.00	Nil	Nil	Nil	2.78	Nil	Nil
Parveen Tandon	Loan Taken	117.66	45.21	1.00	16.00	0.24	4.91	Nil	16.00
	Loan Repaid	122.33	40.30	17.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	1.25	1.24	Nil	Nil	Nil	-0.05
	Interest Paid	Nil	Nil	1.20	1.29	Nil	Nil	Nil	Nil
	Salary Paid	2.78	11.00	Nil	Nil	Nil	2.78	Nil	Nil
Manan Garg	Loan Taken	61.00	25.00	Nil	Nil	61.00	Nil	Nil	Nil
	Loan Repaid	Nil	25.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest Paid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Deepak Chaudhary	Loan Taken	7.28	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Loan Repaid	7.28	Nil	Nil	1.50	Nil	Nil	Nil	Nil
	Salary Paid	Nil	11.00	Nil	Nil	Nil	Nil	Nil	Nil
M G Metalloys Private Limited	Loan Taken	830.00	940.00	Nil	Nil	160.00	140.00	Nil	Nil
	Loan Repaid	810.00	800.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	3.91	Nil	Nil	Nil	Nil	Nil	Nil
	Interest Paid	Nil	3.91	Nil	Nil	Nil	Nil	Nil	Nil
<b>Relative of Key Management Personnel -</b>									
Kalika Mathur	Loan Taken	Nil	Nil	Nil	10.00	Nil	Nil	10.00	10.00
	Loan Repaid	Nil	10.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	1.08	1.20	0.69	Nil	0.09	0.09	0.09
	Interest paid	0.09	1.08	1.20	0.61	Nil	Nil	Nil	Nil
	Consultancy Charges	0.09	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges paid	0.09	Nil	Nil	Nil	Nil	Nil	Nil	Nil
S C Tandon	Loan Taken	Nil	4.00	34.00	30.00	Nil	68.00	64.00	30.00
	Loan Repaid	68.00	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	0.70	8.29	5.55	1.56	Nil	0.70	0.65	0.23
	Interest paid	0.70	8.24	5.13	1.33	Nil	Nil	Nil	Nil
Shweta Chaudhary	Loan Taken	Nil	4.50	Nil	5.00	Nil	Nil	5.00	5.00
	Loan Repaid	Nil	9.50	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	0.52	0.60	0.02	Nil	0.02	0.05	0.02
	Interest paid	0.02	0.54	0.58	Nil	Nil	Nil	Nil	Nil
Shelly Mathur	Loan Taken	Nil	Nil	Nil	Nil	Nil	30.00	30.00	Nil
	Loan Repaid	30.00	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	0.30	3.65	1.32	Nil	Nil	0.30	0.30	Nil
	Interest paid	0.61	3.65	1.01	Nil	Nil	Nil	Nil	Nil
	Loan Taken	Nil	30.24	10.00	Nil	Nil	13.00	10.00	Nil

Veena Tandon	Loan Repaid	13.00	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	0.12	1.42	1.04	Nil	Nil	0.12	0.09	Nil
	Interest paid	0.25	1.39	0.95	Nil	Nil	Nil	Nil	Nil
Atul Mathur HUF	Loan Taken	Nil	8.00	Nil	Nil	Nil	Nil	Nil	Nil
	Loan Repaid	Nil	8.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	0.40	Nil	Nil	Nil	0.06	Nil	Nil
	Interest paid	0.06	0.34	Nil	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges	0.06	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges paid	0.06	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Parveen Tandon HUF	Loan Taken	Nil	2.00	10.00	Nil	Nil	Nil	6.00	Nil
	Loan Repaid	Nil	8.00	4.00	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	0.83	0.26	Nil	Nil	0.07	0.05	Nil
	Interest paid	0.07	0.82	0.21	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges	0.07	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Consultancy Charges paid	0.07	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Shareholders/Owners</b>									
Mamta Gattani	Loan Taken	Nil	Nil	10.00	Nil	Nil	Nil	10.00	Nil
	Loan Repaid	Nil	10.00	Nil	Nil	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	0.18	0.16	Nil	Nil	Nil	0.06	Nil
	Interest paid	Nil	Nil	0.11	Nil	Nil	Nil	Nil	Nil
<b>Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives -</b>									
S A R Venture Private Limited	Loan Taken	49.01	512.02	482.93	48.40	Nil	30.83	127.80	60.87
	Loan Repaid	79.83	609.00	415.99	10.03	Nil	Nil	Nil	Nil
	Interest on Loan	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Interest paid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>For and on behalf of the Board of Directors of SAR TELEVENTURE LIMITED</b>									
<b>Rahul Sahdev</b> Director DIN:- 00175840					<b>Praveen Tandon</b> Director DIN:- 06646092				

## **Restated Significant Accounting Policies and Notes on Restated Consolidated Financial Statements**

### **1. SIGNIFICANT ACCOUNTING POLICIES**

#### **1.01 Corporate Information**

SAR Televenture Private Limited was incorporated on 24<sup>th</sup> May, 2019 under the Companies Act, 2013 having its registered office at P. No. 346-A, 2nd Floor, Udyog Vihar Phase-4 Gurugram HR 122016. The company is engaged in General construction (including alteration, addition, repair and maintenance) of non-residential buildings, carried out on own-account basis or on a fee or contract basis. The Company has been converted into a Public Company on 13/04/2023.

#### **1.02 Basis of Preparation and Presentation of Restated Consolidated Financial Statements**

The Restated Consolidated Financial Information of First Quarter of Financial Year 2023-24 and Financial Year 2022-23 has been prepared considering the financial statements of subsidiary company Shoora International F.Z.E (Subsidiary since 3<sup>rd</sup> January, 2023) and the figures pertaining to Financial Years 2021-22 and 2020-21 have been prepared on standalone basis as there were no associated enterprises during respective financial years.

The Restated Consolidated Financial Information of the company comprises of the Restated Consolidated Statements of Assets and Liabilities as at June 30, 2023, March 31, 2023 and the Restated Consolidated Statement of Profit and Loss (including other comprehensive Income), the Restated Consolidated Statement of changes in Equity and the Restated Consolidated Statement of Cash flows for the three month ended June 30, 2023, and for the year ended March 31, 2023 the Basis for Preparation and Significant Accounting Policies and the Statement of Notes to the Restated Consolidated Financial Information (hereinafter collectively referred to as 'Restated Consolidated Financial Information')

The Restated Consolidated Financial Information has been prepared by the Management of the company for inclusion in the offer Document to be filed by the company with the Securities and Exchange Board of India ('SEBI') in connection with proposed Initial Public offering of its equity shares, in accordance with the requirements of:

- Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")

Relevant provisions of the securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India (SEBI,) as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and

- The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

**These restated consolidated financial statements include the financial statement of foreign subsidiary company at 30<sup>th</sup> June 2023, 31<sup>st</sup> March 2023 in the consolidated Balance sheet 30<sup>th</sup> June 2023 and 31<sup>st</sup> March 2023.**

**The Restated Consolidated Financial Information have been compiled from:**

- i. Special Purpose Interim Audited Financial statements for the quarter ended 30<sup>th</sup> June, 2023 and Annual Audited Financial statements for the year ended March 31, 2023 prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (Previous GAAP or Indian GAAP) (hereinafter collectively referred to as "Audited Financial Statements")

The Restated Consolidated Financial Information has been compiled by the Management from the Audited Standalone Financial statements for respective years and:

- there were no changes in accounting policies during the respective years of these financial statements.
- there were no material adjustments for previous years in arriving at loss/profit of the respective years;
- appropriate regroupings have been made in the Restated Standalone Financial Information of assets and liabilities, statement of profit and loss and statement of cash flow, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Schedule III of Companies Act, 2013, requirements of AS 1 and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

### **1.03 Basis of measurement**

These statements are prepared under historical cost convention on accrual basis and also certain financial assets and financial liabilities which are measured at fair values at the end of each reporting period as mentioned in the relevant notes to accounts.



Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Restated Consolidated Financial Statements is determined on this basis.

The Restated Consolidated Balance Sheet and the Restated Consolidated Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (“the Act”). The Restated Consolidated Statement of cash flows has been prepared and presented as per the requirements of AS 3 “Cash flow Statement”. The disclosure requirements with respect to items in the Restated Consolidated Balance Sheet and the Restated Consolidated Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the Restated Consolidated Financial Statements along with the other notes required to be disclosed under the notified Accounting Standards.

Amounts in the Restated Consolidated Financial Statements are presented in INR in lakhs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013 except otherwise stated. Per share data are presented in INR in lakhs to two decimal places.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle. The Operating cycle has been taken to be 12 months. Deferred tax assets and deferred tax liabilities are classified as non-current assets and non-current liabilities, as the case may be.

#### **1.04 Use of Estimates**

The preparation of the Restated Consolidated Financial Statements in conformity with AS requires the Management to make estimates, judgement and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses,

assets and liabilities and the disclosure of contingent liabilities. The principal accounting estimates have been described under the relevant income /expense and / or assets / liability item in the Restated Consolidated Financial Statements. The Management believes that the estimates used in the preparation of these Restated Consolidated Financial Statements are prudent and reasonable. Actual results could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

### **1.05 Property, Plant and Equipment**

- Property, plant, and equipment are stated at their cost of acquisition less accumulated depreciation and impairment (if any). The cost comprises the purchase price, borrowing cost and attributable cost of bringing the asset to its working condition for its intended use.
- Gains or losses arising on retirement or disposal of property, plant and equipment are recognized in the statement of Profit and Loss.
- The residual values, useful lives, and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.
- Property, plant, and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as “Capital work-in-progress”.

### **1.06 Depreciation and Useful Life**

- Depreciation on Property, Plant and Equipment is provided on Written Down Value and computed on the basis of the useful life prescribed in Schedule II to the Companies Act, 2013 (Act) from the date the asset is ready to put to use.
- Depreciation on office building and investment properties is provided on Written Down value Method and computed on the basis of the useful life prescribed in Schedule II to the Act from the date the asset is ready to put to use.
- The residual value of 5% of Original Cost is considered for the Purpose of Calculating Depreciation rates. The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

- Depreciation is provided on pro-rata basis in the year in which the assets are put to use.
- The Company has used rates to provide depreciation which coincide with the rates indicated in schedule II of the Companies Act 2013 on its fixed assets.

#### **1.07 Capital Work in Progress and Intangible Assets under Development**

- Property, Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as “Capital Work-in-Progress”.
- Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

#### **1.08 Impairment of Tangible Assets**

- The carrying amount of assets is reviewed at each balance sheet date and impairment loss is recognized whenever there is any indication of impairment based on internal/ external indicators. An impairment loss is recognized in the Statement of Profit and Loss where the carrying amount of the assets exceeds the recoverable amount.
- An impairment loss is recognized immediately in profit or loss. An impairment loss is reversed if there is change in the recoverable amount and such loss either no longer exists or has decreased.
- A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset’s recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

#### **1.09 Revenue Recognition**

- Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue on sale of product is recognized on delivery of the product, when all significant contractual obligations have been

satisfied, the property in goods is transferred for a price, significant risk and reward of ownership have been transferred and no effective ownership control is retained. Interest income is recognized on time proportion basis.

### **1.10 Employee Benefits**

- Employee benefits include salaries, wages, provident fund, gratuity, etc. Short term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.
- Employees benefit under defined Contribution Plan comprises Employee Provident Fund under the provisions of Employees' Provident Fund and Miscellaneous Provisions Act, 1952, for which the Company contributes to the plan under the provisions of the said Act.
- Termination benefits are payable when employment is terminated by the company before the normal retirement date or when an employee accepts voluntary redundancy in exchange for these benefits. In case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer.

### **1.11 Borrowing Cost**

Borrowing costs that are attributable to the acquisition and/or construction of qualifying assets are capitalized as part of the cost of such assets during the period of time that is necessary to complete and prepare the assets for its intended use or sale. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss.

### **1.12 Earnings per Share**

- Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

- For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted-average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The Weighted Average No. of shares have been calculated after considering the sub-division of equity shares on 19.06.2023, into Rs. 2 each of 5 equity shares out of 1 Share of Rs. 10.

### **1.13 Accounting for Taxes on Income**

- Tax expense for the year comprises of current tax, earlier year tax and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent it relates to an item which is recognized directly in equity or in other comprehensive income.
- Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years.
- Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.
- Minimum Alternate Tax credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.
- Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

- Transaction or event which is recognized outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

#### **1.14 Provisions, Contingent Liabilities and Contingent Assets**

- Provisions are recognized only when:
  - the Company has a present obligation (legal or constructive) as a result of a past event; and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.
  - Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows.
- Contingent liability is disclosed in case of:
  - a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and a present obligation arising from past events, when no reliable estimate is possible.
- Contingent Assets:

Contingent assets are disclosed where an inflow of economic benefits is probable.

Contingent assets are disclosed where an inflow of economic benefits is probable.

#### **1.15 Offsetting of Assets and Liabilities**

The financial assets and financial liabilities are offset and presented on net basis in the Balance Sheet when there is a current legally enforceable right to set-off the recognized amounts and it is intended to either settle on net basis or to realize the asset and settle the liability simultaneously.

#### **1.16 Cash and Cash Equivalents**

Cash and cash equivalents comprise of cash in hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

### **1.17 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transactions of a non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing, and financing activities.

### **1.18 Foreign Currency Transactions**

The financial statements are presented in Indian Rupee (INR), which is the functional currency of the holding company. The functional currency of the foreign subsidiary is the currency of the primary economic environment in which the entity operates. The recorded foreign currency transactions of the foreign subsidiary, which are forming part of its profit & loss account has been translated to Acquired rate (i.e. 82.78 INR/USD) on the transaction up to the date of share purchase agreement & average rate (i.e. 82.48 INR/USD) on the transaction after the agreement date.

Foreign currency denominated assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet date (i.e. 82.18 INR/USD) and exchange gain and loss arising prevailing on the settlement and restatement are recognized in assets and liabilities.

The significant accounting policies used in preparation of the financial statement are discussed in the respective notes. Pre-acquisition Profit has been translated to Acquired rate on the transaction up to the date of share purchase agreement (i.e. 82.78 INR/USD) & Post-acquisition Profit has been retranslated at the exchange rate prevailing on the balance sheet (i.e. 82.48 INR/USD).

## **1A SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND CHANGES**

The Restated Consolidated Financial Statements have been prepared using the significant accounting policies and measurement basis summarized above. These were used throughout all periods presented in the Restated Consolidated Financial Statements.

## OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for three months ended on June 30, 2023 and for Fiscals ended March 31, 2023, March 31, 2022 and March 31, 2021 together with all the annexures, schedules and notes thereto (“**Financial Statements**”) are available at [www.sartelevventure.com](http://www.sartelevventure.com). Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations.

The Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus ; or (ii) a Red Herring Prospectus, (iii) a Prospectus; (iv) a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the “**Group**”) and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor Lead Manager, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from Restated Financial Informations required to be disclosed under the SEBI ICDR Regulations are set forth below:

*(₹ in Lakhs except per share data or unless otherwise stated)*

Particulars	As at and for the Financial Year/ Period ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Total Equity (A) <sup>1</sup>	3,324.40	1,178.71	(7.74)	(11.57)
Restated Profit for the year attributable to equity shareholders (B)	192.38	388.36	3.71	(2.71)
<b>Return on Net worth (C) = (B / A) (%) <sup>2</sup></b>	<b>5.79%</b>	<b>32.95%</b>	<b>(47.94%)</b>	<b>(23.42%)</b>
Restated Profit for the year attributable to equity shareholders (D)	192.38	388.36	3.71	(2.71)
Weighted average no. of equity shares for Basic EPS (E) <sup>3</sup>	5406523	426406	208134	158630
Weighted average no. of diluted equity shares for Diluted EPS (F)	5406523	426406	208134	158630
<b>Basic Earnings Per Share (EPS) (G)= (D / E) <sup>4</sup></b>	<b>3.56</b>	<b>91.08</b>	<b>1.78</b>	<b>(1.71)</b>
<b>Diluted Earnings Per Share (EPS) (H)= (D / F) <sup>5</sup></b>	<b>3.56</b>	<b>91.08</b>	<b>1.78</b>	<b>(1.71)</b>
Total Equity (I)	3,324.40	1,178.71	(7.74)	(11.57)
Number of equity shares outstanding at the end of the period (J)	10500000	3264300	208750	202500
<b>Net Assets Value (NAV) per Share (I / J) <sup>6</sup></b>	<b>31.66</b>	<b>36.11</b>	<b>(3.71)</b>	<b>(5.71)</b>
EBITDA (K) <sup>7</sup>	<b>258.15</b>	<b>570.39</b>	<b>62.87</b>	<b>10.80</b>
Revenue from operations (L)	1,731.87	3,246.17	472.89	90.71
<b>EBITDA Margins (%) (M)=(K / L) <sup>8</sup></b>	<b>14.91%</b>	<b>17.57%</b>	<b>13.29%</b>	<b>11.91%</b>

The ratios have been computed as under:

- Total Equity / Net Worth means aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.
- Return on Net Worth (RoNW) is a measure of profitability (expressed in percentage) and is defined as net profit after tax attributable to our equity shareholders divided by our Net Worth (total shareholders' equity) for the year.
- Weighted average number of shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of shares issued during the period multiplied by the time weighting factor.



*The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.*

4. *EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period*
5. *Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of diluted equity shares outstanding during the year/ period*
6. *Net Asset Value per share = Net Worth at the end of the year/period divided by total number of equity shares outstanding at the end of year/ period*
7. *EBITDA refers to earnings before interest, taxes, depreciation, amortisation and exceptional items. EBITDA excludes other income*
8. *EBITDA Margin refers to EBITDA during a given period as a percentage of revenue from operations during that period.*

### **Related Party Transactions**

For details of the Related Party Transactions, as per the requirements under General Accepted Accounting Principles (GAAP), i.e., AS 18 - Related Party Disclosures read with the SEBI ICDR Regulations, for Fiscals ended March 31, 2023, 2022 and 2021 see Annexure 28A Related Party Transactions” on page F-24 under the chapter titled “Restated Consolidated Financial Information” on page 156 of this Red Herring Prospectus.

## CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at June 30, 2023, derived from our Restated Consolidated Financial Information, and as adjusted for the Issue. This table should be read in conjunction with "Financial Informations", "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 156 and 161 of this Red Herring Prospectus.

Particulars	Pre-Issue as at June 30, 2023	(₹ in lakhs) Post Issue
<b>Borrowings</b>		
Current Borrowings (A)	66.65	[●]
Non-current Borrowings (B)	685.53	[●]
<b>Total Borrowings (C) = (A)+(B)</b>	<b>752.18</b>	<b>[●]</b>
<b>Equity</b>		
Equity Share Capital (D)	210.00	[●]
Other Equity (E)	3,114.40	[●]
<b>Total Equity (F)= (D)+(E)</b>	<b>3,324.40</b>	<b>[●]</b>
<b>Total Borrowings/ Total Equity (C)/(F)</b>	<b>0.23</b>	<b>[●]</b>
<b>Non-Current Borrowing/Total Equity (B)/(F)</b>	<b>0.21</b>	<b>[●]</b>

Notes:

The amounts disclosed above are derived from the Restated Consolidated Financial Information of our Company.

## FINANCIAL INDEBTEDNESS

Our Company has availed loans and financing facilities in the ordinary course of our business for meeting our working capital and business requirements. For details of the borrowing powers of our Board, see “Our Management- Borrowing Powers” on page 137 of this Red Herring Prospectus. We have obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Issue, including effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents and change in the composition of our Board.

The details of the indebtedness of our Company as on October 15, 2023 is provided below:

Category of borrowing	Sanctioned Amount	Outstanding Amount as on October 15, 2023 <sup>^</sup>
(₹ in Lakhs)		
<b>Fund Based Borrowings</b>		
<b>Secured Borrowing</b>		
- Working Capital Loan-ICICI Bank	120.00	117.92
<b>Unsecured Borrowing</b>		
- Term Loan-ICICI Bank	15.00	10.75
- Term Loan-Kotak Mahindra Bank	20.00	12.98
- Term Loan-Hero Finance Corp Ltd	20.20	14.50
- Term Loan-Unity Small Finance Loan	25.50	16.65
<b>Total Fund Based Borrowings (A)</b>	<b>200.70</b>	<b>172.80</b>
<b>Non-Fund Based Borrowings</b>		
<b>Secured Borrowing</b>		
	-	-
<b>Unsecured Borrowing</b>		
	-	-
<b>Total Non-Fund Based Borrowings (B)</b>	-	-
<b>Unsecured loans from NBFC / Director (C)</b>	NA	232.07
<b>Total borrowings (D=A+B+C)</b>	<b>200.70</b>	<b>404.87</b>

<sup>^</sup> As certified by M/s Dharit Mehta & Co., Chartered Accountants the statutory auditors of our Company pursuant to their certificate dated October 23, 2023 .

### Principal terms of the borrowings availed by our company:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company.

1. **Interest:** In terms of the loans availed by us, the interest rate typically ranges from 15.00% per annum to 20.00% per annum.
2. **Tenor:** The tenor of the facilities availed by our Company typically ranges from 12 months to 36 months.
3. **Repayment:** The term loan facilities are typically repayable between 12 months to 36 months as per the repayment schedule agreed between our Company and the lenders, forming part of the loan documentation entered into between the lenders and us, or on demand.

For risks in relation to the financial and other covenants required to be complied with in relation to our borrowings, see “Risk Factor no.16- Our indebtedness, including various conditions and restrictive covenants imposed on us under our financing agreements and could adversely affect our ability to grow our business or react to changes in our business environment.” on page 40 of this Red Herring Prospectus.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS**

*You should read the following discussion of our financial position and results of operations together with our Restated Consolidated Financial Information which have been included in this Red Herring Prospectus. The following discussion and analysis of our financial position and results of operations is based on our Restated Consolidated Financial Information for the three month period ended June 30, 2023, financial years ended March 31, 2023, 2022 and 2021 including the related notes and reports, included in this Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated Consolidated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" on page 33 and 24, respectively, and elsewhere in this Red Herring Prospectus.*

*Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.*

### **BUSINESS OVERVIEW:**

Our Company was set up with an object to provide telecommunication solutions to Telecom Network Operators. The Company is engaged in installation and commissioning of 4G and 5G Towers, Optical Fibre Cable ("OFC") Systems and dealing in network equipments.

Our Company is ISO - 9001:2015 certified Company. Our Company is registered as Infrastructure Provider Category-I (IP-I) with Department of Telecommunication (DOT) which permits us to lease out own build sites i.e. GBT/RTT/Pole sites and Out Door Small Cell (ODSC) and establish and maintain assets such as Dark Fibres, Right of Way, Duct Space and Tower for the purpose to grant on lease or rent or sale basis to the licensees of Telecom Services. We also provided the support services such as includes project management for laying of the duct and optic fibre cables, construction of basic transmission and telecom utilities, dark fiber leasing, optical fiber network construction, maintenance of duct and optic fibre and optical fibre project turnkey services to various, Telecom Network Operators & Broad Band Service Operators and ISPs across Maharashtra. Our Company has already installed and commissioned 125, 108 and 140 number of towers in the year 2020-21, 2021-22 and 2022-23 respectively.

*For further details, see "Our Business" on page 107 of this Red Herring Prospectus.*

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD**

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business activities or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as mentioned below:

1. The Board approved and passed resolution on July 07, 2023, to raise funds by making Initial Public Offering.
2. The shareholders approved and passed special resolution on July 29, 2023, in relation to approving the Initial Public Offer and other related matters.

### **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" on page 33 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes in laws, rules & regulations and legal uncertainties;
- Pricing pressures from the competitive business environment;
- Economic and Demographic condition.

## SIGNIFICANT ACCOUNTING POLICIES

For further details, see “*Restated Consolidated Financial Information*” on page 156.

## OVERVIEW OF REVENUE AND EXPENSES

### Revenue and Expenses

Our revenue and expenses are reported in the following manner:

#### *Total Income*

Our total revenue comprises of revenue from operations and other income.

*Revenue from operations:* Our revenue from operations comprises of revenue from sale of services and other operating revenue.

*Other Income:* Our other income comprises discount received, Interest on income tax refund, Miscellaneous income and other income.

#### *Expenses*

Our expenses comprise of cost of materials consumed, employee benefits expenses, finance costs, depreciation & amortisation expense and other expenses.

*Cost of materials consumed:* Cost of material consumed includes material purchased.

*Employee benefit expense:* Our employee benefit expenses include salaries, wages & bonus, contribution to provident fund and other funds including ESIC and staff welfare expenses.

*Finance costs:* Our finance costs comprise of interest on loan and Bank charges.

*Depreciation & Amortisation expenses:* Depreciation & amortisation expenses comprise of depreciation on tangible fixed assets.

*Other expenses:* Our other expenses consist of site electricity expenses, site maintenance expenses, license fee, rent expense, business promotion, freight expenses, insurance expense, legal expenses, miscellaneous expenses, office expenses, office rent expenses, postage & courier expenses, printing and stationery expenses, professional fees, repair & maintenance, statutory audit fee, telephone & internet expenses, round off, telephone & internet expenses, transportation charges, travelling expenses, vehicle running expenses, GST input written off, water expenses.

### Our Results of Operations

The following table sets forth selective financial data from our restated statement of profit & loss for the three months period ended June 30, 2023, financial years ended March 31, 2023, 2022 and 2021, the components of which are also expressed as a percentage of total revenue for such periods:

*(₹ in Lakhs)*

Particulars	As on June 30, 2023	% of total income	As at March 31, 2023	% of total income	As at March 31, 2022	% of total income	As at March 31, 2021	% of total income
Revenue from operations (gross)	1,731.87	99.80%	3,246.17	99.83%	472.89	99.48%	90.71	100.0%
Other Income	3.48	0.20%	5.46	0.17%	2.46	0.52%	-	-
<b>Total Income (I+II)</b>	<b>1,735.35</b>	<b>100.00%</b>	<b>3,251.63</b>	<b>100.00%</b>	<b>475.35</b>	<b>100.00%</b>	<b>90.71</b>	<b>100.0%</b>

Particulars	As on June 30, 2023	% of total income	As at March 31, 2023	% of total income	As at March 31, 2022	% of total income	As at March 31, 2021	% of total income
<b>Expenses</b>								
(a) Cost of materials consumed	1,324.25	76.31%	2,115.35	65.06%	-	-	-	-
(b) Employee benefits expenses	31.98	1.84%	136.85	4.21%	125.52	26.40%	34.88	38.46%
(c) Finance costs	11.34	0.65%	45.39	1.40%	21.68	4.56%	3.69	4.07%
(d) Depreciation and amortisation expenses	50.75	2.92%	103.15	3.17%	40.91	8.61%	9.74	10.73%
(e) Other expenses	117.49	6.77%	423.57	13.03%	284.51	59.85%	45.03	49.65%
<b>Total Expenses</b>	<b>1,535.81</b>	<b>88.50%</b>	<b>2,824.31</b>	<b>86.86%</b>	<b>472.62</b>	<b>99.42%</b>	<b>93.34</b>	<b>102.91%</b>
<b>Profit before exceptional and extraordinary item and tax</b>	<b>199.54</b>	<b>11.50%</b>	<b>427.32</b>	<b>13.14%</b>	<b>2.73</b>	<b>0.58%</b>	<b>(2.63)</b>	<b>(2.90%)</b>
<b>Exceptional Items</b>	-	-	-	-	-	-	-	-
<b>Profit before Tax</b>	<b>199.54</b>	<b>11.50%</b>	<b>427.32</b>	<b>13.14%</b>	<b>2.73</b>	<b>0.58%</b>	<b>(2.63)</b>	<b>(2.90%)</b>
<b>Tax Expense:</b>								
(a) Current tax expense	8.11	0.47%	35.53	1.09%	-	-	-	-
(b) Deferred tax	(0.94)	(0.05%)	3.43	0.11%	(0.98)	(0.21%)	0.08	0.09%
<b>Profit / (Loss) for the period from continuing operations</b>	<b>192.38</b>	<b>11.09%</b>	<b>388.36</b>	<b>11.94%</b>	<b>3.71</b>	<b>0.78%</b>	<b>(2.71)</b>	<b>(2.99%)</b>

### Three months period ended June 30, 2023

#### Total Revenue

Our total revenue was ₹ 1,735.35 lakhs for the three months period ended June 30, 2023.

Revenue from operations: Our revenue from operations was ₹ 1,731.87 lakhs for the three months period ended June 30, 2023.

Other Income: Our Other income was ₹ 3.48 lakhs for the three months period ended June 30, 2023. Other income primarily comprised of interest on income tax refund of ₹ 1.71 lakhs, miscellaneous income of ₹ 0.02 lakhs, other income of ₹ 1.75 lakhs.

Total Expenses: Our total expenses was ₹ 1,535.81 lakhs for the three months period ended June 30, 2023.

Cost of material consumed: Our cost of material consumed was ₹ 1,324.25 for the three months period ended June 30, 2023. Cost of material consumed primarily comprised of purchases of raw material.

Employee benefits expenses: Our employee benefit expenses was ₹ 31.98 lakhs for the three months period ended. Employee benefits expenses primarily comprised of salaries, wages & bonus of ₹ 26.96 lakhs, ESIC & PF contribution of ₹ 0.63 lakhs, and staff welfare expenses of ₹ 4.39 lakhs.

Finance costs: Our finance costs was ₹ 11.34 lakhs for the three months period ended June 30, 2023. Finance cost primarily comprised of bank charges of ₹ 0.46 lakhs and interest on loans of ₹ 10.88 lakhs.

Depreciation & amortization expense: Our depreciation & amortization expense was ₹ 50.75 lakhs for the three months period ended June 30, 2023. Depreciation & amortisation primarily comprised of depreciation of Property, plant & equipment.

Other expenses: Our other expenses was ₹ 117.49 lakhs for the three months period ended June 30, 2023. Other expenses primarily comprised of site electricity expenses of ₹ 8.24 lakhs, rent expenses of ₹ 36.75 lakhs, business promotion of ₹ 1.27 lakhs, legal expenses of ₹ 11.29 lakhs, office rent expenses of ₹ 5.98 lakhs, telephone &

internet expenses of ₹ 7.88 lakhs, printing and stationery expenses of ₹ 3.42 lakhs, and other miscellaneous expenses of ₹ 42.66 lakhs.

Profit before tax: As a result of the factors outline above, our profit before tax was ₹ 199.54 lakhs for the three months period ended June 30, 2023.

Tax expenses: Our tax expenses was ₹ 7.16 lakhs for the three months period ended June 30, 2023. Tax expenses primarily comprised of current tax of ₹ 8.11 lakhs and deferred tax of ₹ (0.94) lakhs.

Profit after tax: As a result of the factors outline above, our profit after tax was ₹ 192.38 lakhs for the three months period ended June 30, 2023.

#### Comparison of FY 2022-23 with FY 2021-22

Particulars	As at 31 March 2023	As at 31 March 2022	% Changes
Revenue from operations (gross)	3246.17	472.89	586.46%
Other Income	5.46	2.46	122.19%
<b>Total Income (I+II)</b>	<b>3251.63</b>	<b>475.35</b>	<b>584.04%</b>
<b>Expenses</b>			
(a) Cost of materials consumed	2115.35	-	100.00%
(d) Employee benefits expenses	136.85	125.52	9.03%
(e) Finance costs	45.39	21.68	109.34%
(f) Depreciation and amortisation expenses	103.15	40.91	152.14%
(g) Other expenses	423.57	284.51	48.88%
<b>Total Expenses</b>	<b>2824.31</b>	<b>472.62</b>	<b>497.59%</b>
<b>Profit before exceptional and extraordinary item and tax</b>	<b>427.32</b>	<b>2.73</b>	<b>15530.09%</b>
<b>Exceptional Items</b>			
<b>Profit before extraordinary item and tax</b>	<b>427.32</b>	<b>2.73</b>	<b>15530.09%</b>
<b>Extraordinary Items</b>			
<b>Profit before Tax</b>	<b>427.32</b>	<b>2.73</b>	<b>15530.09%</b>
<b>Tax Expense:</b>			
(a) Current tax expense	35.53	0.00	100.00%
(b) Deferred tax	3.43	(0.98)	(448.07%)
<b>Profit / (Loss) for the period from continuing operations</b>	<b>388.36</b>	<b>3.71</b>	<b>10372.47%</b>

#### Rationale for significant increase in total income and PAT

Our revenue from operations increased by 586.46% to ₹ 3,246.17 lakhs for the financial year 2022-23 from ₹ 472.89 lakhs for the financial year 2021-22 mainly due to increase in number of tower installed by 60.09 % or 140 tower to 373 towers in FY 2023 from 233 towers in FY 2022.

Revenue from operations: Our revenue from operations increased by 421.33% to ₹ 472.89 lakhs for the financial year 2021-22 from ₹ 90.71 lakhs for the financial year 2020-21 mainly due to increase in number of tower installed by 86.40 % or 108 tower to 233 towers in FY 2022 from 125 towers in FY 2021.

Profit after tax: Profit after tax increased by 10372.82 % to ₹ 388.36 lakhs for the financial year 2022-23 from ₹ 3.71 lakhs for the financial year 2021-22 and profit after tax increased by 237.60% to ₹ 3.71 lakhs for the financial year 2021-22 from ₹ (2.71) lakhs for the financial year 2020-21.

The Increase in the revenue of the Company is mainly attributable to the increase in the number of towers installed by the Company on year or year basis. Our Company had installed 125 towers in 2021, new 108 towers were installed in 2021-22 which led to accumulated number of towers to 233 towers as on 31<sup>st</sup> March 2022, 140 new towers were installed in the year 2022-2023 which led to accumulated number of towers to 373 towers as on 31<sup>st</sup> March 2023. This increase in the number of towers on yearly basis resulted in increase in the rentals (total revenue) of the company and resultantly increased PAT on y-o-y basis. Further, In January 2023, our company acquired

M/s SAR Televenture FZE (Overseas Subsidiary), its revenue has also been consolidated in our company with Consolidated financial statement duly compiled as per the requirements.

#### *Total Revenue*

Our total revenue increased by 584.05% to ₹ 3,251.63 lakhs for the financial year 2022-23 from ₹ 475.35 lakhs for the financial year 2021-22 due to the factors described below:

#### *Revenue from operations:*

Our revenue from operations increased by 586.46% to ₹ 3,246.17 lakhs for the financial year 2022-23 from ₹ 472.89 lakhs for the financial year 2021-22 mainly due to increase in revenue from the sale of service.

#### *Other income:*

Our other income increased by 122.19% to ₹ 5.46 lakhs for the financial year 2022-23 from ₹ 2.46 lakhs for the financial year 2021-22 mainly due to increase in discount received ₹ 0.49 lakhs, other income by ₹ 2.68 lakhs and miscellaneous income by ₹ 0.17 lakhs Further during the financial year 2022-23, there is decrease in interest on income tax refund by 0.34 lakhs.

#### *Total Expenses*

Our total expenses increased by 497.59% to ₹ 2,824.31 lakhs for the financial year 2022-23 from ₹ 472.62 lakhs for the financial year 2021-22, due to the factors described below:

Cost of material consumed: Our cost of material consumed increased by 100% to ₹ 2,115.35 lakhs for the financial year 2022-23 from NIL for the financial year 2021-22. The increase was mainly due to increase in purchase of material.

Employee benefits expenses: Our employee benefit expenses increased by 9.03% to ₹ 136.85 lakhs for the financial year 2022-23 from ₹ 125.52 lakhs for the financial year 2021-22. The increase was mainly due to increase in salaries, wages & bonus by ₹ 8.86 lakhs, ESIC & PF contribution by ₹ 0.19 lakhs and staff welfare expenses by ₹ 2.28 lakhs.

Finance costs: Our finance costs increased by 109.34% to ₹ 45.39 lakhs for the financial year 2022-23 from ₹ 21.68 lakhs for the financial year 2021-22. Increase in our finance cost was mainly due to bank charges by ₹ 0.57 lakhs and interest on loans by ₹ 23.14 lakhs in the financial year 2020-21.

Depreciation & amortization expense: Our depreciation & amortization expense increased by 152.14% to ₹ 103.15 lakhs for the financial year 2022-23 from ₹ 40.91 lakhs for the financial year 2021-22. Net addition to gross block was ₹ 703.93 lakhs for financial year 2022-23 as compared to ₹ 232.97 lakhs for the financial year 2021-22.

Other expenses: Our other expenses increased by 48.87% to ₹ 423.57 lakhs for the financial year 2022-23 from ₹ 284.51 lakhs for the financial year 2021-22. The increase was majorly on account of site electricity expenses by ₹ 25.62 lakhs, rent expenses by ₹ 48.94 lakhs, business promotion by ₹ 36.09 lakhs, legal expenses by ₹ 17.79 lakhs, office rent expenses by ₹ 15.52 lakhs, telephone & internet expenses by ₹ 24.63 lakhs printing and stationery expenses by ₹ 12.52 lakhs, and among others. The decrease was partially offset by site maintenance expenses by ₹ 62.97 lakhs, postage and telegram expenses by ₹ 1.82 lakhs, among others.

Profit before tax: Our profit before tax increased by 15530.09 % to ₹ 427.32 lakhs for the financial year 2022-23 from ₹ 2.73 lakhs for the financial year 2021-22. The increase in revenue was higher than increase in expense leading to increase in overall profitability (profit before tax as a % of total revenue was 13.14 % for the financial year 2022-23 as against 0.58 % for the financial year 2021-22).

Tax expenses: Our tax expenses increased by 4057.28 % to ₹ 38.96 lakhs for the financial year 2022-23 from ₹ (0.98) lakhs for the financial year 2021-22 due to increase in current tax by ₹ 35.53 lakhs.

Profit after tax: Due to reasons mentioned above, our profit after tax increased by 10372.47 % to ₹ 388.36 lakhs for the financial year 2022-23 from ₹ 3.71 lakhs for the financial year 2021-22.



## Comparison of FY 2021-2022 with FY 2020-21

Particulars	As at 31 March 2022	As at 31 March 2021	% Changes
Revenue from operations (gross)	472.89	90.71	421.33%
Other Income	2.46	-	100.00%
<b>Total Income (I+II)</b>	<b>475.35</b>	<b>90.71</b>	<b>424.05%</b>
<b>Expenses</b>			
(a) Cost of materials consumed	-	-	-
(d) Employee benefits expenses	125.52	34.88	259.80%
(e) Finance costs	21.68	3.69	487.59%
(f) Depreciation and amortisation expenses	40.91	9.74	320.15%
(g) Other expenses	284.51	45.03	531.78%
<b>Total Expenses</b>	<b>472.62</b>	<b>93.34</b>	<b>406.32%</b>
<b>Profit before exceptional and extraordinary item and tax</b>	<b>2.73</b>	<b>(2.63)</b>	<b>(204.08%)</b>
<b>Extraordinary Items</b>	-	-	-
<b>Profit before Tax</b>	<b>2.73</b>	<b>(2.63)</b>	<b>(204.08%)</b>
<b>Tax Expense:</b>			
(a) Current tax expense	-	-	-
(b) Deferred tax	(0.98)	0.08	(1288.52%)
<b>Profit / (Loss) for the period from continuing operations</b>	<b>3.71</b>	<b>(2.71)</b>	<b>(236.87%)</b>

### Total Revenue

Our total revenue increased by 424.05% to ₹ 475.35 lakhs for the financial year 2021-2022 from ₹ 90.71 lakhs for the financial year 2020-21 due to the factors described below:

*Revenue from operations:* Our revenue from operations increased by 421.33% to ₹ 472.89 lakhs for the financial year 2021-22 from ₹ 90.71 lakhs for the financial year 2020-21 mainly due to increase in revenue from the sale of service by ₹ 382.18 lakhs

*Other income:* Our other income increased by 100% to ₹ 2.46 lakhs for the financial year 2021-2022 from NIL for the financial year 2020-21 mainly due to increase in interest on income tax refund by ₹ 0.34 lakhs and miscellaneous income by ₹ 2.12 lakhs.

### Total Expenses

Our total expenses increased by 406.32% to ₹ 472.62 lakhs for the financial year 2021-22 from ₹ 93.34 lakhs for the financial year 2020-21, due to the factors described below:

*Employee benefits expenses:* Our employee benefit expenses increased by 259.80% to ₹ 125.52 lakhs for the financial year 2021-22 from ₹ 34.88 lakhs for the financial year 2020-21. The increase was mainly due to increase in salaries, wages by ₹ 87.08 lakhs, staff welfare expenses by ₹ 2.93 lakhs and ESIC & PF contribution by ₹ 0.62 lakhs.

*Finance costs:* Our finance costs increased by 487.59 % to ₹ 21.68 lakhs for the financial year 2021-22 from ₹ 3.69 lakhs for the financial year 2020-21. Our finance cost was mainly increased due to interest on loan ₹ 16.5 lakhs and bank charges of ₹ 1.44 lakhs in the financial year 2021-22 (Nil in the financial year 2020-21)

*Depreciation & amortization expense:* Our depreciation & amortization expense increased by 320.15 % to ₹ 40.91 lakhs for the financial year 2021-22 from ₹ 9.74 lakhs for the financial year 2020-21.

*Other expenses:* Our other expenses increased by 531.78% to ₹ 284.51 lakhs for the financial year 2021-22 from ₹ 45.03 lakhs for the financial year 2020-21. The increase was majorly on account of site electricity expenses by ₹ 74.92 lakhs, rent expenses by ₹ 73.26 lakhs, site maintenance expenses by ₹ 62.85 lakhs, business promotion by ₹ 3.86 lakhs and among others. The decrease was partially offset by GST input written off by ₹ 0.26 lakhs and round off by ₹ 0.03 lakhs.

*Profit before tax:* Our profit before tax increased to ₹ 2.73 lakhs for the financial year 2021-22 from ₹ (2.63) lakhs for the financial year 2020-21. The increase in revenue was higher than increase in expense leading to increase in overall profitability (profit before tax as a % of total revenue was 57.73% for the financial year 2021-22 as against (289.57) % for the financial year 2020-21).

*Tax expenses:* Our tax expenses to ₹ (0.98) lakhs for the financial year 2021-22 from ₹ 0.08 lakhs for the financial year 2020-21 due to decreased in deferred tax.

*Profit after tax:* Due to reasons mentioned above, our profit after tax increased to ₹ 3.71 lakhs for the financial year 2021-22 from ₹ (2.71) lakhs for the financial year 2020-21.

## Cash Flow

The table below summaries our cash flows from our Restated Consolidated Financial Information for the financial years ended March 31, 2023, 2022 and 2021:

Particulars	(₹ in lakhs)			
	As at and for the Financial Year/ Period ended			
	June 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Net cash flow generated from/ (utilized in) operating activities (A)	(1,862.21)	(523.51)	51.61	(17.79)
Net cash flow utilized in investing activities (B)	(50.76)	(686.77)	(232.97)	(93.99)
Net cash flow generated from/ (utilized in) financing activities (C)	1,855.47	1281.53	178.67	112.25
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	(57.50)	71.25	(2.69)	0.47
Cash and cash equivalents at the beginning of the period/ year	71.69	0.44	3.13	2.66
Cash and cash equivalents at the end of the period/ year	14.19	71.69	0.44	3.13

### Cash flow from Operating Activities

*For the three months period ended June 30, 2023*

Our net cash utilized from operating activities was ₹ 1,862.21 lakhs for the three months period ended June 30, 2023. Our operating profit before working capital changes was ₹ 261.31 lakhs which was mainly adjusted by increase in trade receivables by ₹ 105.08 lakhs, increase in other short term loan and advances by ₹ 1,856.00 lakhs, decrease in trade payable by ₹ 71.67 lakhs, and other current liabilities of ₹ 79.85 lakhs and among other.

*For the Financial year 2022-23*

Our net cash utilized from operating activities was ₹ 523.50 lakhs for the financial year 2022-23. Our operating profit before working capital changes was ₹ 566.59 lakhs for the financial year 2022-23 which was mainly adjusted by increase in trade receivables by ₹ 565.21 lakhs, increase in other short term loan and advances by ₹ 807.44 lakhs, increase in trade payable by ₹ 195.57 lakhs, and other current liabilities of ₹ 84.48 lakhs and among other.

*For the Financial year 2021-22*

Our net cash generated from operating activities was ₹ 51.61 lakhs for the financial year 2021-22. Our operating profit before working capital changes was ₹ 65.34 lakhs for the financial year 2021-22 which was mainly adjusted by increase in trade receivables by ₹ 44.80 lakhs, increase in other loans and advances by ₹ 28.83 lakhs, decrease in current liabilities by ₹ 3.91 lakhs, trade payable by ₹ 44.47 lakhs and payment of short term provision of ₹ 13.64 lakhs.

*For the Financial year 2020-21*

Our net cash utilized from operating activities was ₹ 17.79 lakhs for the financial year 2020-21. Our operating profit before working capital changes was ₹ 10.78 lakhs for the financial year 2020-21 which was mainly adjusted by increase in trade receivables by ₹ 36.95 lakhs, other current assets by ₹ 2.59 lakhs, increased in current liabilities by ₹ 1.52 lakhs, trade payable of by ₹ 1.52 lakhs 7.06 and among others.

### **Cash flow from Investing Activities**

*For the three months period ended June 30, 2023*

Net cash used in investing activities was ₹ 50.76 lakhs for the three months period ended June 30, 2023. This was mainly on account of purchase of fixed assets of ₹ 50.76 lakhs.

*For the Financial year 2022-23*

Net cash used in investing activities was ₹ 686.78 lakhs for the three months period ended June 30, 2023. This was mainly on account of purchase of fixed assets of ₹ 669.13 lakhs and non-current investment of ₹ 17.65 lakhs.

*For the Financial year 2021-22*

Net cash used in investing activities was ₹ 232.97 lakhs for the financial year 2021-22. This was mainly on account of purchase of fixed assets amounting to ₹ 232.97 lakhs.

*For the Financial year 2020-21*

Net cash used in investing activities was ₹ 93.99 lakhs for the financial year 2020-21. This was mainly on account of purchase of fixed assets amounting to ₹ 93.99 lakhs.

### **Cash flow from Financing Activities**

*For the three months period ended June 30, 2023*

Net cash generated in financing activities was ₹ 1,855.47 lakhs for the three months period June 30, 2023. This was mainly on account of decrease in borrowings of ₹ 153.48 lakhs, increase in issue of share capital of ₹ 144.71 lakhs and security premium of ₹ 1,808.93 lakhs, payment of interest of ₹ 11.34 lakhs and repayment of borrowing of ₹ 66.55 lakhs.

*For the Financial year 2022-23*

Net cash generated in financing activities for the financial year 2022-23 was ₹ 1,281.53 lakhs. This was mainly on account of increase in borrowings of ₹ 571.40 lakhs, issue of share capital of ₹ 61.11 lakhs and security premium of ₹ 763.89 lakhs which was partially offset by payment of interest of ₹ 45.39 lakhs and repayment of borrowing of ₹ 69.48 lakhs.

*For the Financial year 2021-22*

Net cash generated in financing activities for the financial year 2021-22 was ₹ 178.67 lakhs. This was mainly on account of increase in borrowings of ₹ 130.74 lakhs and short term borrowing of ₹ 69.48 lakhs which was partially offset by payment of interest of ₹ 21.68 lakhs.

*For the Financial year 2020-21*

Net cash generated in financing activities for the financial year 2020-21 was ₹ 112.25 lakhs. This was on account of increase in borrowing of ₹ 112.87 lakhs and issue of share capital of ₹ 3.05 lakhs which is partially offset by payment of interest of ₹ 3.67 lakhs.

### **Financial Indebtedness**

As on June 30, 2023 the total outstanding long term borrowings of our Company is ₹ 752.18 lakhs which included long-term borrowings of ₹ 685.53 lakhs and short term borrowings of ₹ 66.65. For further details, refer chapter titled "Financial Indebtedness" on page 160 of this Red Herring Prospectus.

<b>Particulars</b>	<i>(₹ in lakhs)</i> <b>As at June 30, 2023</b>
<b>Long Term Borrowings</b>	
Unsecured borrowings from banks and financial institutions	63.56
Unsecured borrowings from others	400.46
Unsecured borrowings from promoters and related parties	221.51
<b>Short Term Borrowings</b>	<b>66.65</b>
<b>Total</b>	<b>752.18</b>

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

### **Related Party Transactions**

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relates to remuneration payable, consultancy received, interest paid, purchase & sale of goods, loans & deposits taken & paid, advance to suppliers and Issue of Equity Shares. For further details of such related parties under AS18, refer chapter titled “Financial Informations” on page 156 of this Red Herring Prospectus.

### **Contingent Liabilities**

The following table sets forth our contingent liabilities as of as at June 30, 2023, March 31, 2023, March 31, 2022 and March 2021 as per the Restated Financial Information:

<b>Particulars</b>	<b>June 30, 2023</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>
Capital Commitments (Letter of Credit issued)	-	-	-	-
Bank Guarantee issued not acknowledged as debt	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### *Off-Balance Sheet Items*

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

### *Qualitative Disclosure about Market Risk*

#### **Financial Market Risk**

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

#### **Interest Rate Risk**

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

#### **Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

## **Effect of Inflation**

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

## **Credit Risk**

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables, loans and Advances. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Credit risk related to these assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

## **Reservations, Qualifications and Adverse Remarks**

Except as disclosed in chapter titled "Financial Informations" on page 156 of this Red Herring Prospectus , there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, including therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled "Financial Informations" on page 156 of this Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures & interest thereon or repayment of deposits & interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

## **Material Frauds**

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

## **Unusual or Infrequent Events or Transactions**

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled "Risk Factors" on page 33 of this Red Herring Prospectus .

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations Other than as described in the section titled "Risk Factors" on page 33 of this Red Herring Prospectus and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known Other than as described in chapter titled "Risk Factors" on page 33 of this Red Herring Prospectus and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

## **Total Turnover of Each Major Industry Segment in Which the Issuer Operates**

Our company works under single reportable Industry segment.

### **Competitive Conditions**

We have competition with Indian and international companies and our results of operations could be affected by competition in the waste management industry in India. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “Risk Factors” on page 33 of this Red Herring Prospectus.

### **Increase in income**

Increases in our income are due to the factors described above in this chapter under “Significant Factors Affecting Our Results of Operations” and chapter titled “Risk Factors” on page 33 of this Red Herring Prospectus.

### **Status of any Publicly Announced New Products or Business Segments**

Except as disclosed elsewhere in this Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

### **Significant Dependence on a Single or Few Customers**

Significant proportion of our revenues have historically been derived from a limited number of customers. The % of Contribution of our Company’s customers and suppliers vis-a-vis the revenue from operations and suppliers respectively for the three months ended on June 30, 2023 and for the period ended on March 31, 2023 based on Restated Consolidated Financial Information are as follows:

*(₹ in Lakhs)*

Particulars	Suppliers		Customers	
	Three months ended June 30, 2023	As at March 31, 2023	Three months ended June 30, 2023	As at March 31, 2023
Top 5	120.95	185.67	132.77	253.19
Top 10	172.45	293.93	135.71	256.82

### **Seasonality of Business**

The nature of our business is not seasonal.

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (I) criminal proceedings, (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoter in the last five Fiscals, including outstanding action, (IV) claims related to Direct and Indirect Taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“**Materiality Policy**”), in each case involving our Company, Promoter, Directors, and Group Company (if any), (the “**Relevant Parties**”).

For the purpose of (V) above, our Board in its meeting held on July 07, 2023 has considered and adopted a ‘**Policy of Materiality**’ for identification and determination of whether a particular event / information is material litigation involving the Relevant Parties by computing its 'quantitative' or 'qualitative' criteria(s).

In terms of the Materiality Policy, all litigation, disputes, actions by regulatory authorities with impact equal to or excess 5% of the total revenue on the basis of last audited financial statements of the Company on a consolidated basis.

Our Board, in its meeting held on July 07, 2023, determined that where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 5% of the total revenue of the company as per the last audited financial statements on a consolidated basis, if similar litigations put together collectively exceed 5% of the profit after tax of the company, on a consolidated basis or litigation whose outcome could have a material impact on the business, operations, prospects or reputation of our Company, shall be considered as ‘Material’.

Unless otherwise stated to the contrary, the information provided is as of the date of this Red Herring Prospectus.

### CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of this Red Herring Prospectus, our Company has the following Contingent Liabilities:

Sr. No.	Particulars	Amount (In Rs.)
1.	Income Tax demands / Notices before CIT Appeals / TDS	Nil
2.	Bank Guarantees / Corporate Guarantees	Nil
<b>Total</b>		Nil

#### A. LITIGATION INVOLVING OUR COMPANY

##### Litigation against Our Company

- (i) **All criminal proceedings: NIL.**
- (ii) **All actions by regulatory authorities and statutory authorities: NIL.**
- (iii) **Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: NIL.**
- (iv) **Wilful Defaulter:**

Our Company does not appear on the Wilful Defaulters’ list as per the Reserve Bank of India Circular on Wilful Defaulters’.
- (v) **Claims related to Direct and Indirect Taxes:**
  - **Direct Tax:**
    - i. **Income Tax: NIL**
    - ii. **Tax Deducted at Source (TDS): NIL**

Financial Year	Manual Demand	Processed Demand
2022-23	Nil	620

Sr. No.	Assessment Year	Particular	Amount	Status
1.	2022-23	Notice u/s 139(9) of Income Tax Act, 1961	Not ascertainable	Company has rectified the defect but the same is not reflecting on the portal.

- **Indirect Tax: NIL**

- (vi) **Other pending litigations – As per the policy of materiality defined by the board of directors of our Company: NIL**

**Litigation by Our Company**

- (i) **All criminal proceedings: NIL**
- (ii) **All actions by regulatory authorities and statutory authorities: NIL**
- (iii) **Disciplinary action including penalty imposed by SEBI or stock exchanges against our Company in the last five financial years including outstanding action: NIL**
- (iv) **Claims related to Direct and Indirect Taxes: NIL**
- (v) **Other pending litigations – As per the policy of materiality defined by the board of directors of our Company: NIL**

**B. LITIGATION INVOLVING OUR PROMOTER**

**Litigation against Our Promoter**

- (i) **All criminal proceedings: NIL**
- (ii) **All actions by regulatory authorities and statutory authorities: NIL**
- (iii) **Disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoter in the last five financial years including outstanding action: NIL**
- (iv) **Wilful Defaulters: Our Promoter does not appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.**
- (v) **Claims related to Direct and Indirect Taxes: NIL**
- (vi) **Other pending litigations – As per the policy of materiality defined by the board of directors of our Company: NIL**

**Litigation by Our Promoters**

- (i) **All criminal proceedings: NIL**
- (ii) **All actions by regulatory authorities and statutory authorities: NIL**
- (iii) **Disciplinary action including penalty imposed by SEBI or stock exchanges against the promoter in the last five financial years including outstanding action: NIL**
- (iv) **Claims related to Direct Tax\*:**



Sr. no.	Assessment Year	Date of Demand Creation	Section	Status
1.	2011-12	December 31, 2016	153A	The demand for the respective assessment year has been quashed and the appeals were allowed by the appellate authority.
2.	2012-13	December 31, 2016	153A	
3.	2013-14	December 31, 2016	153A	
4.	2014-15	December 31, 2016	153A	The demand for the respective assessment year has been quashed and the appeals were allowed by the Income Tax Appellate Tribunal, Delhi.
5.	2014-15	June 12, 2015	143(1)(a)	

\* The cases related to our Promoter have been resolved in favor of our Promoter, yet the display of pending requests on the portal has not been updated.

**Indirect Taxes: NIL**

- (v) **Other pending litigations – As per the policy of materiality defined by the board of directors of our Company: NIL**

### C. LITIGATION INVOLVING OUR DIRECTORS

#### Litigation against Our Directors

- (i) **All criminal proceedings: NIL**
- (ii) **All actions by regulatory authorities and statutory authorities: NIL**
- (iii) **Disciplinary action including penalty imposed by SEBI or stock exchanges against our directors in the last five financial years including outstanding action: NIL**
- (iv) **Wilful Defaulters: None of our Directors' appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.**
- (v) **Claims related to Direct and Indirect Taxes:**
- **Direct Tax: NIL**

#### i. **Income Tax:**

**Amount (In Rs.)**

Sr. No	Assessment Year	Document Identification Number & Date	Tax	Interest	Total Demand of Tax	Current Status
<b>Mr. Rahul Sahdev (Chairman &amp; MD)</b>						
1.	2019	Demand Reference No. 2019201937066845485T dated September 23, 2022 issued Under Section 154 of the Income Tax Act, 1961	28,940	9,248	38,188	The demand is pending.
2.	2010	Demand Reference No. 2019201937066845485T dated September 23, 2022 issued Under Section 143(1)(a) of the Income Tax Act, 1961	9,50,330	13,39,631	22,89,961	The demand is pending.
<b>Ms. Kavya Jha (Non-Executive Director)</b>						
3.	2017	Demand Reference No.	1,930	-	1,930	The demand

		2018201737031854852T dated September 06, 2018 issued Under Section 143(1)(a) of the Income Tax Act, 1961				is pending.
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**ii. Tax Deducted at Source (TDS): NIL**

- **Indirect Tax: NIL**

(vi) **Other pending litigations – As per the policy of materiality defined by the board of directors of our Company: NIL**

**Litigation by Our Directors**

- (i) **All criminal proceedings: NIL**
- (ii) **All actions by regulatory authorities and statutory authorities: NIL**
- (iii) **Disciplinary action including penalty imposed by SEBI or stock exchanges against the directors in the last five financial years including outstanding action: NIL**
- (iv) **Claims related to Direct and Indirect Taxes: NIL**
- (v) **Other pending litigations – As per the policy of materiality defined by the board of directors of our Company: NIL**

**D. LITIGATION INVOLVING OUR GROUP COMPANY:**

As on date of this Red Herring Prospectus, there are no cases against our Group Company.

**E. LITIGATION INVOLVING OUR SUBSIDIARY:**

There is no pending legal proceeding against the Subsidiary Company Viz. M/s. SAR Televenture FZE' which is located outside of India.

**MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET**

Except as mentioned under the chapter – “*Management Discussion and Analysis of Financial Condition and Result of Operation*” on page 161 of this Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

**OUTSTANDING DUES TO CREDITORS**

As on June 30, 2023, we had 15 creditors on a consolidated basis. The aggregate amount outstanding to such creditors as on June 30, 2023 was Rs. 68.68 lakhs, on a consolidated basis.

As per the Materiality Policy, our Company has considered such creditors ‘material’ to whom the amount dues are in excess of 5% of the total outstanding dues i.e., trade payables of our Company as on the date of the latest period covered in the restated financial statements. Based on the above, there are 3 material creditor(s) of our Company for outstanding dues of Rs. 63.18 lakhs, as on June 30, 2023.

Details of outstanding dues owed as on June, 30, 2023 to MSMEs and other creditors are set out below:

<b>Creditors</b>	<b>Number of Cases</b>	<b>Amount due (In lakhs)</b>
MSMEs	Nil	NA
Other Creditors	12	5.5
Material Creditors	3	63.18
<b>Total</b>	<b>15</b>	<b>68.68</b>

The details pertaining to amounts due towards the material creditors are available on the website of our Company

at [www.sartelevventure.com](http://www.sartelevventure.com)

Information provided on the website of our Company is not a part of this Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, [www.sartelevventure.com](http://www.sartelevventure.com), would be doing so at their own risk.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of construction of 5G/ 4G towers for onward leasing to telecom companies, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled “Key Industry Regulations and Policies” on page 120 of this Red Herring Prospectus.

The Company has its business located at:

<b>Registered Office</b>	Plot. No. 346-A, 2nd Floor, Udyog Vihar Phase-4, Gurugram, Haryana-122016
<b>Corporate Office</b>	B-16, First Floor, Sector 2, Gautama Buddha Nagar, Noida, Uttar Pradesh- 201301

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

### **APPROVALS FOR THE ISSUE**

#### **Corporate Approvals:**

1. The Board of Directors have, pursuant to Section 23, Section 28 and Section 62 (1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on July 07, 2023, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 23, Section 28 and Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Annual General Meeting held on July 29, 2023 authorized the Issue.

#### **In- principle approval from the Stock Exchange**

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated October 11, 2023 bearing reference no. NSE/LIST/2667.

#### **Agreements with NSDL and CDSL**

1. The Company has entered into an agreement dated May 16, 2023 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Skyline Financial Services Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated May 18, 2023 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE0PUC01020.

#### **LENDERS CONSENT:**

Our Company has received the consent letter NOC dated July 03, 2023, from ICICI Bank.

#### **INCORPORATION AND OTHER DETAILS**

1. The Certificate of Incorporation dated May 24, 2019, issued by Registrar of Companies, Central Registration Centre in the name of “SAR TELEVENTURE PRIVATE LIMITED”, having CIN No., U45202HR2019PTC080514.
2. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on April 13, 2023, by the Registrar of Companies, RoC-Delhi, in the name of “SAR TELEVENTURE LIMITED”.
3. The Corporate Identification Number (CIN) of the Company is U45202HR2019PLC080514.

### **APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES**

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

<b>Sr. No.</b>	<b>Description</b>	<b>Authority/Applicable Law</b>	<b>Registration No./ Reference No./ License No./ Application no.</b>	<b>Date of Issue</b>	<b>Date of Expiry</b>
1.	Udyam Registration Certificate	Ministry of Micro, Small and Medium Enterprises	UDYAM-HR-05-0073738	July 06, 2023	Valid until cancelled
2.	Shops and Establishment Certificate for registered office	Punjab Shops and Commercial Establishment Act, 1958	PSA/REG/GGN/LI-GGN-4/0290631	August 18, 2023	Exemption from renewal
3.	Shops and Establishment Certificate for corporate office	Labour department, Uttar Pradesh Shops and Commercial Establishment Act, 1958	UPSA10730859	August 03, 2023	Exemption from renewal
4.	Certificate of Importer-Exporter Code (IEC)	Ministry of Commerce and Industry	ABCCS1098Q	June 2, 2023	Valid until cancelled
5.	Certificate of Legal Entity Identifier for SAR Televenture Limited	LEI Register India Private Limited	98450078D5D0I7DEB030	August 02, 2023	August 02, 2024

### **TAX RELATED APPROVALS/LICENSES/REGISTRATIONS\*\***

<b>Sr. No.</b>	<b>Description</b>	<b>Issuing Authority</b>	<b>Registration No./Reference No./License No.</b>	<b>Date of Issue</b>	<b>Validity</b>
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	ABCCS1098Q	May 24, 2019	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Department through National Securities Depository Limited	RTKS29184B	May 24, 2019	Valid until cancelled

Sr. No.	Description	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
		(NSDL), Ministry of Finance, Government of India			
3.	Goods and Service Tax Identification Number (GSTIN)	Government of India	06ABCCS1098Q1ZR	June 21, 2023	Valid until cancelled

#### **LABOUR RELATED APPROVALS/REGISTRATIONS**

Sr. No.	Description	Authority	Establishment ID/ Employer's Code No.	Date of Issue	Date of Expiry
1.	Employees Provident Fund Registration (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952) in the name of SAR Televenture Private Limited.	Employees Provident Organisation, Ministry of Labour, Government of India	GNGGN20776130 00	May 24, 2019	Valid until cancelled
2.	Registration for Employees State Insurance (under Employees State Insurance Act, 1948) in the name of SAR Televenture Limited.	Employees State Insurance Corporation, Haryana.	Employer's Code No: 6900065824000101 0	March 04, 2020 Date of amendment: September 30, 2023	Valid until cancelled

#### **OTHER BUSINESS-RELATED APPROVALS**

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	ISO Certificate (Quality Management System)	ISO 9001:2015	1284986	July 28, 2023	June 27, 2026
2.	ISO Certificate (Environment Management System)	ISO 14001:2015	284986	July 28, 2023	June 27, 2026
3.	ISO Certificate (Occupational Health & Safety Management)	ISO 45001:2018	4284986	July 28, 2023	June 27, 2026
4.	Certificate of Registration for Infrastructure Provider Category- I (IP- 1)	Government of India, Ministry of Communication, Department of Telecommunication	992/2019	August 21, 2019	NA


#### **ENVIRONMENTAL RELATED LICENSE**

Company is a service provider and has no manufacturing units or factories. Therefore, no environmental clearance is required by the Company and there is no emission of any hazardous waste.


#### **INTELLECTUAL PROPERTY RIGHTS**

##### **TRADEMARK**

We have applied for registration of the following Trademarks with the Trademarks Registry, Government of India. The details of trademark applications are as under:

Sr. No.	Logo	Trademark	Class	Applicant	Applicati on Number	Date of Application	Registration Status
		SAR (Device)	38	S A R Venture Private Limited	4513228	May 28, 2020	Registered

Our Company is using the trademark of its Group Company 'S A R Venture Private Limited', and has obtained NOC dated July 24, 2023 from our Group Company. For more details, please refer "Risk Factor no. 19-Our

Company is currently using the corporate Trademark "  " which is a trademark of our Group Company 'S A R Venture Private Limited' on page 41 of this Red Herring Prospectus "

#### Domain Name

Sr. No.	Domain Name	Registry Domain ID	Registrant Name and ID	Registrar IANA ID	Creation Date	Registry Expiry Date
1.	<b>Domain name:</b> sartelevventure.com	2772618951_DOMA IN_COM-VRSN	1495	April 13, 2023	April 13, 2024	<b>Domain name:</b> sartelevventure. com

#### Pending Approvals:

1. The Company has applied for change in the registered office address from old registered office i.e., 'H-110, Basement, Aaron Ville, sector-48, Sohna Road, Gurgaon-122001, Haryana' to new registered office i.e., 'Plot. No. 346-A, 2nd Floor, Udyog Vihar Phase-4, Gurugram, Haryana-122016' to Ministry of Telecommunication dated August 01, 2023, mentioned in IP category 1 certificate, the license is under process.
2. The Company has applied for change in the registered office address from old registered office i.e., 'H-110, Basement, Aaron Ville, sector-48, Sohna Road, Gurgaon-122001, Haryana' to new registered office i.e., 'Plot. No. 346-A, 2<sup>nd</sup> Floor, Udyog Vihar Phase-4, Gurugram, Haryana-122016' to Employees State Insurance Corporation.
3. The Company has applied for (i) change in name from 'SAR Televenture Private Limited' to 'SAR Televenture Limited' and (ii) change in the registered office address from old registered office i.e., 'H-110, Basement, Aaron Ville, sector-48, Sohna Road, Gurgaon-122001, Haryana' to new registered office i.e., 'Plot. No. 346-A, 2nd Floor, Udyog Vihar Phase-4, Gurugram, Haryana-122016' to Employees Provident Fund Organization

#### MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY:

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company pursuant to change of its constitution from Private Limited to Public Limited.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

#### **Corporate Approvals**

The Issue has been authorised by a resolution of the Board passed at their meeting held on July 07, 2023 which was subject to the approval of shareholders through special resolution. The shareholders of our Company have approved this issue vide a Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Annual General Meeting held on July 29, 2023 at the Registered Office of our company. The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution dated August 29, 2023 and by the IPO Committee pursuant to a resolution passed on August 29, 2023.

This Red Herring Prospectus has been approved by our Board pursuant to a resolution dated October 23, 2023 and by the IPO Committee pursuant to a resolution passed on October 23, 2023.

#### **In-principle Approval**

Our Company has obtained in-principal approval from the Emerge Platform of National Stock Exchange of India Limited (NSE Emerge) for using its name in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus pursuant to an approval letter no NSE/LIST/2667 dated October 11, 2023, National Stock Exchange of India Limited which is the Designated Stock Exchange.

#### **Prohibition by SEBI, RBI or other governmental authorities**

We confirm that, in accordance with Regulation 228 of SEBI (ICDR) Regulations, 2018,

- 1) our Company, Directors, Promoter, Promoter Group, person in control of our Company, are not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Red Herring Prospectus;
- 2) neither any of the Promoter or Directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by the Board or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Red Herring Prospectus;
- 3) further, neither our Company or our Promoter or Directors are not declared as wilful defaulter or a fraudulent borrower; and
- 4) further, none of our Promoter or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

None of our Directors are associated with the securities market in any manner and there is no outstanding action initiated against them by SEBI in the past 5 years.

#### **Prohibition by RBI**

Neither our Company nor any of our Promoter or Directors have been identified as wilful defaulter(s) by the RBI or any other governmental authority.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company and Promoter are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of this Red Herring Prospectus.

#### **Eligibility for this Issue**

We hereby confirm that the Company is eligible for the Issue in accordance with Regulation 229 (1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, which is as under:



Particulars	Complied or Not
<b>Entities not eligible to make an Initial Public Offer</b>	
<b>228</b> An issuer shall not be eligible to make an initial public offer:	
(a) if the issuer, any of its promoters, promoter group or directors or selling shareholders are debarred from accessing the capital market by the Board;	Complied
(b) if any of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board;	Complied
(c) if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.	Complied
(d) if any of its promoters or directors is a fugitive economic offender.	Complied
<b>Eligibility requirements for an Initial Public Offer</b>	
<b>229</b> (1) An issuer shall be eligible to make an initial public offer only if its post-issue paid-up capital is less than or equal to ten crore rupees.	Complied
(2) An issuer, whose post issue face value capital is more than ten crore rupees and upto twenty-five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.	Not Applicable
(3) An issuer may make an initial public offer, if it satisfies track record and/or other eligibility conditions of the SME Exchange(s) on which the specified securities are proposed to be listed. Provided that in case of an issuer which had been a partnership firm or a limited liability partnership, the track record of operating profit of the partnership firm or the limited liability partnership shall be considered only if the financial statements of the partnership business for the period during which the issuer was a partnership firm or a limited liability partnership, conform to and are revised in the format prescribed for companies under the Companies Act, 2013 and also comply with the following:	Complied
(a) adequate disclosures are made in the financial statements as required to be made by the issuer as per Schedule III of the Companies Act, 2013;	Complied
(b) the financial statements are duly certified by auditors, who have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI, stating that: (i) the accounts and the disclosures made are in accordance with the provisions of Schedule III of the Companies Act, 2013; (ii) the accounting standards prescribed under the Companies Act, 2013 have been followed; (iii) the financial statements present a true and fair view of the firm's accounts;	Complied
Provided further that in case of an issuer formed out of merger or a division of an existing company, the track record of the resulting issuer shall be considered only if the requirements regarding financial statements as specified above in the first proviso are complied with.	Not Applicable
<b>General conditions</b>	
<b>230</b> (1) An issuer making an initial public offer shall ensure that:	
(a) it has made an application to one or more SME exchanges for listing of its specified securities on such SME exchange(s) and has chosen one of them as the designated stock exchange, in terms of Schedule XIX:	Complied
(b) it has entered into an agreement with a depository for dematerialisation of its specified securities already issued and proposed to be issued;	Complied
(c) all its existing partly paid-up equity shares have either been fully paid-up or forfeited;	Complied
(d) all specified securities held by the promoters are in the dematerialised form;	Complied
(e) it has made firm arrangements of finance through verifiable means towards seventy-five per cent. of the stated means of finance for the project proposed to be funded from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals.	Complied

	Explanation: “project” means the object for which monies are proposed to be raised to cover the objects of the issue	
(2)	The amount for general corporate purposes, as mentioned in objects of the issue in the draft offer document and the offer document shall not exceed twenty-five per cent. of the amount being raised by the issuer.	Complied
(3)	The amount for:	
(i)	general corporate purposes, and	Not Applicable
(ii)	such objects where the issuer company has not identified acquisition or investment target, as mentioned in objects of the issue in the draft offer document and the offer document, shall not exceed thirty-five per cent. of the amount being raised by the issuer:	Not Applicable
	Provided that the amount raised for such objects where the issuer company has not identified acquisition or investment target, as mentioned in objects of the issue in the draft offer document and the offer document, shall not exceed twenty-five per cent. of the amount being raised by the issuer:	Not Applicable
	Provided further that such limits shall not apply if the proposed acquisition or strategic investment object has been identified and suitable specific disclosures about such acquisitions or investments are made in the draft offer document and the offer document at the time of filing of offer documents.	Not Applicable

The Company has also complies with the eligibility conditions laid by the SME Platform of National Stock Exchange of India Limited for listing of our Equity Shares which is as under:

Parameter	Listing criterion	Complied or not
Incorporation	The Issuer should be a company incorporated under the Companies act 1956 / 2013 in India.	Complied
Post issue paid up capital	The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.	Complied
Track record	<ul style="list-style-type: none"> <li>• Track record of atleast three years of either <ul style="list-style-type: none"> <li>i. the applicant seeking listing; or</li> <li>ii. the promoters*****/promoting company, incorporated in or outside India or</li> <li>iii. Proprietary / Partnership firm and subsequently converted into a Company (not in existence as a Company for three years) and approaches the Exchange for listing.</li> </ul> </li> </ul>	Complied
Other listing conditions	<ul style="list-style-type: none"> <li>• The applicant company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies</li> <li>• The company has not received any winding up petition admitted by a NCLT / court.</li> <li>• No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.</li> </ul>	Complied
Disclosures	<p>The following matters should be disclosed in the offer document:</p> <ol style="list-style-type: none"> <li>1. Any material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.</li> <li>2. Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.</li> <li>3. The applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation.</li> </ol>	Complied

- 
4. In respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences.
- 

The Company confirms that it has operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years and its net-worth as June 30, 2023 and March 31, 2023 is positive.

(₹ in Lakhs)

Particulars	As on June 30, 2023	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
Profit Before Tax	199.54	427.32	2.73	(2.63)
Add: Interest	11.34	45.39	21.68	3.69
Add: Depreciation	50.75	103.15	40.91	9.74
Less: Other Income	3.48	5.46	2.46	-
<b>Operating profit (earnings before interest, depreciation, and tax) from operations</b>	<b>258.15</b>	<b>570.42</b>	<b>62.87</b>	<b>10.80</b>
Share Capital	210.00	65.29	4.18	4.05
Reserve and Surplus	3,114.40	1,113.42	(11.91)	(15.62)
<b>Net Worth</b>	<b>3,324.40</b>	<b>1,178.71</b>	<b>(7.74)</b>	<b>(11.57)</b>

**We confirm that:**

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and shall not restrict to the minimum subscription level. The BRLM shall underwrite at least 15% of the Total Issue Size. For further details, pertaining to underwriting please refer to chapter titled “General Information” on page 57 of this Red Herring Prospectus.
- In accordance with Regulation 268(1) of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to 50, otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within 4 (four) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (four) Working Days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, and Regulation 269 of SEBI ICDR Regulations.
- We had filed the Draft Red Herring Prospectus with stock exchange. The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of Regulation 246 SEBI (ICDR) Regulations, the copy of Draft Red Herring Prospectus was also be furnished to the SEBI in a soft copy.
- In accordance with Regulation 261(1) of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and Market Maker to ensure compulsory market making for the minimum period of three (3) years from the date of listing of equity shares offered in this issue. For further details of the market making arrangement see chapter titled “General Information” on page 57 of this Red Herring Prospectus.
- Our Company has a website i.e., [www.sartelevventure.com](http://www.sartelevventure.com)
- Our Company is incorporated under Companies Act, 2013;
- post Issue face value capital should not be more than ₹ 25 crore;
- Net-worth of the Company is positive as per the latest audited financial statements;
- Positive EBDITA in atleast 2 out of 3 FY preceding the application and its net-worth should be positive;
- In accordance with Regulation 229(3), the Promoter of our company have a track record of more than 3 years for more information refer chapter titled “History and Certain Other Corporate Matters” on page 127 of this

Red Herring Prospectus;

11. The Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer;
12. No petition for winding up is admitted by a court of competent jurisdiction against the Company.
13. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 29, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS.**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the Registrar of Companies, Delhi, in terms of Section 26 and 32 of the Companies Act, 2013.

#### **Disclaimer statement from our company and the Book Running Lead Manager**

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, [www.sartelevventure.com](http://www.sartelevventure.com) would be doing so at his or her own risk.

BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company.

All information will be made available by the Book Running Lead Manager, Underwriter, Syndicate members and our Company to the public and bidders at large and no selective or additional information would be available for any section of the bidders in any manner whatsoever including at road shows, presentations, in research or sales reports etc. We shall not be liable to the Bidders for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Applicants were required to confirm and have been deemed to have represented to our Company, Underwriter and their respective directors, partners, designated partners, officers, agents, affiliates, and representatives that they were eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, Underwriter and their respective directors, partners, designated partners, officers, agents, affiliates, employees and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

Our Company and the BRLM or any other member of the Syndicate shall not be liable to the Bidders for any i) failure in uploading the Bids due to faults in any software/hardware system or otherwise. ii) The blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

#### **Disclaimer in respect of Jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹ 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. This Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a

transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Red Herring Prospectus in each jurisdiction, including India.

#### **Disclaimer Clause of the NSE Emerge of NSE**

As required, a copy of this Red Herring Prospectus has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter no NSE/LIST/2667 dated October 11, 2023 permission to this Company to use its name in this Red Herring Prospectus as one of the Company's Equity Shares are proposed to be listed on the NSE Emerge of NSE. NSE has scrutinized this Red Herring Prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by NSE. NSE does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus ; or
- warrant that this Company's Equity Shares will be listed on completion of Initial Public Offering or will continue to be listed on NSE; or
- take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company.
- warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the Equity Shares are issued by the Company and investors are informed to take the decision to invest in the Equity Shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the Equity Shares are offered by the Company is determined by the Company in consultation with the Book Running Lead Manager to the Issue and the Designated Stock Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this on completion of Initial Public Offering have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any Equity Shares of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- NSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this Red Herring Prospectus or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- The Company has chosen the NSE Emerge of NSE on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE/ other regulatory authority. Any use of the NSE Emerge of NSE and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

#### **Disclaimer clause under rule 144A of the U.S. Securities Act**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration

requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Filing of this Red Herring Prospectus**

The Draft Red Herring Prospectus has been filed with National Stock Exchange of India Limited, Exchange Plaza, C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India

The Draft Red Herring Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub Regulation (5) of SEBI (ICDR), 2018 and Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, in accordance with Regulation 246(1) a copy of the Red Herring Prospectus along with the Material Contracts and Material Documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Delhi, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India at least (3) three working days prior from the date of opening of the Issue.

### **Listing**

An application has been made to the Emerge Platform of National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of National Stock Exchange of India Limited (NSE Emerge) has given its in-principle approval for using its name in our Offer Document vide its letter no NSE/LIST/2667 dated October 11, 2023.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of National Stock Exchange of India Limited (NSE Emerge), our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Red Herring Prospectus. If such money is not repaid within 6 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 6 working days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Issue Closing Date.

### **Consents**

Consents in writing of the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, Senior Managerial Personnel, Statutory Auditor, Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue have been obtained and consents from Underwriter, Syndicate Member, Market Maker, Public Issue Bank / Banker to the Issue/Refund Banker to the Issue/Sponsor Bank, to act in their respective capacities will be obtained as mandated as per Section 26 of the Companies Act 2013 and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the ROC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and Prospectus for filing with the ROC.

### **Expert to the issue**

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Auditor, M/s Dharit Mehta & Co., Chartered Accountants, who holds a valid peer review certificate dated October 15, 2020, to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the examination reports on the Restated Financial Statements and their examination report dated October 21, 2023; and (ii) the statement of special tax benefits dated October 21, 2023 included in this Red Herring Prospectus and such consents have not been withdrawn as on the date of this Red Herring Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **Particulars regards previous public or rights issues by our Company during the last five years**

Except as stated in the chapter titled “*Capital Structure*” on page 67 of this Red Herring Prospectus, we have not made any previous rights and/or public issues during last 5 years, and is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

### **Commission and Brokerage paid on previous issues of the Equity Shares**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the last 5 years.

### **Capital issue during the previous three (03) years by listed group company, Subsidiary and associates of our Company**

Neither our Company nor any of our Group Company have undertaken any capital issue or any public or rights issue in the last three years preceding the date of this Red Herring Prospectus.

### **Performance vis-à-vis objects – Public/Rights Issue of our Company**

Our Company has not made any rights issue or public issue during the five (05) years immediately preceding the date of this Red Herring Prospectus.

### **Performance vis-à-vis objects – Last issue of listed Subsidiary or Associates or Promoter**

Our Subsidiary has not listed its equity shares on any Stock Exchanges in India or abroad. Our Subsidiary has not undertaken any public or rights issue in the five (05) years preceding the date of this Red Herring Prospectus.

### **Caution**

Bidders will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approval to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approval to acquire Equity Shares. Our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any bidders on whether such bidder is eligible to acquire Equity Shares.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and their respective Group Company, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

### **Price information and the track record of the past issues handled by the Book Running Lead Manager**



Our Company does not have any subsidiaries or listed promoters and none of them have made any public issues, including rights issues to the public in the 5 (five) years immediately preceding the date of this Prospectus.

The price information of past issues handled by Pantomath Capital Advisors Private Limited is as follows:

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1.	V-Marc India Limited	23.40	39.00	April 9, 2021	46.50	-15.48 % (0.08%)	-31.08 % (7.04%)	-17.74% (20.14)
2.	Exxaro Tiles Limited	160.78	120.00	August 16, 2021	126.00	23.69% (4.93%)	16.19% (9.30%)	1.07% (4.90%)
3.	A B Cotspin India Limited	10.09	35.00	January 11, 2022	38.50	41.82% (-3.28%)	12.60% (-2.11%)	-3.60% (-10.65%)
4.	Sah Polymers Limited	66.30	65.00	January 12, 2023	85.00	-4.24% (-0.01%)	-12.11% (-1.14%)	13.59% (8.39%)
5.	Urban Enviro Waste Management limited	11.42	100.00	June 22, 2023	141.00	- 27.66% (5.19%)	-5.39% (6.02%)	-
6.	Aeroflex Industries Limited	351.00	108.00	August 31, 2023	197.40	-22.59% (1.54%)	-	-
7.	Vishnu Prakash R Punglia Limited	308.60	99.00	September 05, 2023	165.00	0.67% (-0.71%)	-	-
8.	Plaza Wires Limited	71.28	54	October 12, 2023	76.00	-	-	-

For details regarding the track record of the Book Running Lead Manager, as specified in the Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer to the website [www.pantomathgroup.com](http://www.pantomathgroup.com)

Sources: All share price data is from [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**Note:**

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index.
2. Prices on BSE/NSE are considered for all of the above calculations.
3. In case the 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4. In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

**Summary statement of price information of past public issues handled by Pantomath Capital Advisors Private Limited**

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%

21-22	3	194.27	-	-	1	-	1	1	-	-	2	-	-	1
22-23	1	66.30	-	-	1	-	-	-	-	-	-	-	-	1
23-24*	4	742.30	-	1	1	-	-	1	-	-	-	-	-	-

\*Upto October 23, 2023

### Track record of past issues handled by the Book Running Lead Manager

For details regarding the track record of the Book Running Lead Manager, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the website of the Book Running Lead Manager, i.e., <https://www.pantomathgroup.com>

### Stock market data for our equity shares

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

### New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debentures, warrants, securities premium notes, etc. issued by our Company.

### Mechanism for redressal of investor grievances

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the bidder, UPI Id (if applicable), number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant / Bidder, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants / bidders.

Further, none of our subsidiary company or group company are listed on any stock exchange, so disclosure regarding mechanism for redressal of investor grievances for our subsidiary companies are not applicable.

### Disposal of investor grievances by our company

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on July 31, 2023. For further details, please refer to the chapter titled “*Our Management*” on page 134 of this Red Herring Prospectus.

Our Company has appointed Abhishek Jain as Company Secretary and Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

#### Abhishek Jain

#### Company Secretary and Compliance Officer

Plot. No. 346-A, 2nd Floor, Udyog Vihar Phase-4, Gurugram, Haryana - 122016, India

Tel No: 0124 45133283

Email: [ipo@sarteventure.com](mailto:ipo@sarteventure.com)

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, *etc.*

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

**Other confirmations**

Any person connected with the Issue shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Issue, except for fees or commission for services rendered in relation to the Issue.

**Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

Our Company has not sought any exemption from complying with any provisions of securities laws.

## SECTION VII – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued and transferred pursuant to this Issue are subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Abridged Prospectus, Bid cum Application form, the Revision Form, the Confirmation of Allocation Note (“CAN”), the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the ROC and any other authorities while granting their approval for the Issue.*

*Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the bidders applying in a public issue have to compulsorily apply through the ASBA Process providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and any subsequent circulars issued by SEBI in this regard, (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Further, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), has been notified and made effective on a voluntary basis for public issues opening on or after September 1, 2023, and on a mandatory basis for public issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III of the UPI Circular, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Bid cum Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the issue and Depository Participants as and when the same is made available.*

#### **The Issue**

The Issue comprises a Fresh Issue by our Company.

#### **Authority for the issue**

The present public fresh issue of upto 45,00,000\* Equity shares has been authorized by a resolution of Board of Directors of our Company at their meeting held on July 07, 2023 and was approved by the Shareholders of the Company by passing Special resolution at their annual general meeting held on July 29, 2023 in accordance with provisions of Section 62(1)(c) of the Companies Act, 2013.

*\*Subject to finalisation of Basis of Allotment*

## **Ranking of equity shares**

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of our company and shall rank *pari - passu* with the existing Equity Shares of our Company in all respects including dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” on page 229 of this Red Herring Prospectus.

## **Face Value, Issue Price per share and Price Band**

The face value of the Equity Shares is ₹02 each and the Issue Price at the lower end of Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”). The Issue Price shall be determined by our Company in consultation with the BRLM. The Anchor Investor Issue Price is ₹ [●] per Equity Share and is justified under the chapter titled “Basis for Issue Price” on page 89 of this Red Herring Prospectus.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and will be advertised at least two Working Days prior to the Bid/ Issue Opening Date, in All edition of the English national newspaper Business Standard, All edition of the Hindi national newspaper Business Standard and the Regional newspaper Hindi in Gurgaon Mail being the regional language where the registered office of our company is located Haryana each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading the same on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be prefilled in the Bid cum Application Forms available on the website of the Stock Exchange.

At any given point of time there shall be only one denomination of Equity Shares our Company, subject to applicable laws.

## **Rights of the equity shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company and any other applicable laws.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled “*Main Provisions of Articles of Association*” on page 229 of this Red Herring Prospectus.

## **Minimum Bid cum application value, market lot and trading lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE Emerge (SME platform of NSE) from time to time by giving prior notice to investors at large.

In accordance with Regulation 267(2) of the SEBI ICDR Regulations, the minimum application size in terms of number of specified securities shall not be less than Rupees 1 (One) Lakh per application.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### Nomination facility to bidders

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agents of our Company

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a. to register himself or herself as the holder of the Equity Shares; or
- b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the bidders would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

### Bid/Issue Programme

Anchor Investor Bidding Date <sup>(1)</sup>	Tuesday, October 31, 2023
Bid / Issue Opening Date <sup>(1)</sup>	Wednesday, November 01, 2023
Bid / Issue Closing Date <sup>(2) (3)</sup>	Friday, November 03, 2023

- 1) Our Company (acting through its IPO Committee) may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors Bid/Issue period shall be one Working Day prior to the Bid/Issue Opening Date.
- 2) Our Company (acting through its IPO Committee) may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.
- 3) UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Anchor Investor Bidding Date	Tuesday, October 31, 2023
Bid / Issue Opening Date	Wednesday, November 01, 2023
Bid / Issue Closing Date* <sup>(1)</sup>	Friday, November 03, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	Monday, November 06, 2023
Unblocking of funds from ASBA Accounts / Initiation of Refunds and credit of Equity Shares to demat accounts of Allottees	Tuesday, November 07, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	Wednesday, November 08, 2023

Note:

*\*UPI mandate end time and date shall be at 5.00 pm on Thursday, November 2, 2023.*

*\$ In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the bidders shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original bid amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bid , exceeding four Working Days from the Issue Closing Date, the bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the bidder at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

*(1) Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

The above timetable is indicative and does not constitute any obligation on our Company, and the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

SEBI is in the process of streamlining and reducing the post issue timelines for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change basis any revised SEBI circulars to this effect.

Bids and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Issue Period. On the Bid/Issue Closing Date (T day), the Bids and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Standardization of cut-off time for uploading of applications on the Issue closing date:

- a. A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b. A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c. A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after considering the total number of bids received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.
- d. A standard Cut off time of upto 1:00 PM on T day for Physical application (Bank ASBA) submission by investors.

- e. A standard Cut off time of upto 12:00 PM on T day for Physical application (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs) submission by investors. Syndicate members shall transfer such applications to banks before 1pm on T day.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Bid/Issue Closing Date (T day). All times mentioned in this Red Herring Prospectus are Indian Standard Times.

Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issue, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Red Herring Prospectus is Indian Standard Time.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted bids to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/Issue Opening Date till the Bid/Issue Closing Date (T) by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such bids by the closing hours of the Working Day.

In terms of the UPI Circulars, in relation to the Issue, the BRLM will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within six Working Days from the Bid/ Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

**In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member.**

**In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the bidding (issue) period disclosed in the red herring prospectus (in case of a book built issue) or the issue period disclosed in the prospectus (in case of a fixed price issue), for a minimum period of three working days, subject to the Bid/ Issue Period not exceeding 10 working days.**

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding four Working Days from the Bid / Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid / Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Separately, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted bids	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock



Blocking of multiple amounts for the same Bid made through the UPI Mechanism	Instantly revoke the blocked funds other than the original bid amount and  ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and  ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted /partially Allotted bids	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-issue BRLM shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Due to limitation of time available for uploading the bids on the issue Closing Date, the bidder advised to submit their bids one day prior to the issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the issue Closing Date. All times mentioned in this Red Herring Prospectus are Indian Standard Times at the Bidding Centres as mentioned on the Bid cum Application form except that:

- (a) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and
- (b) in case of Bids by Retail Individual Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time as deemed fit by the Stock Exchanges after considering the total number of bids received up to the closure of timings and reported by the BRLM to the Stock Exchanges.
- (c) A standard Cut off time of upto 1:00 PM on T day for Physical application (Bank ASBA) submission by investors.
- (d) A standard Cut off time of upto 12:00 PM on T day for Physical application (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs) submission by investors. Syndicate members shall transfer such applications to banks before 1pm on T day.

**For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which full Bid Amount is not blocked by SCSBs will be rejected.**

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application form, for a particular bidder, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment.

### **Minimum subscription**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on bid is not received within a period of 30 days from the date of the Red Herring Prospectus, the bid money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Offer Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a

delay beyond fifteen days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260(1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through this Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty)

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum bid size in terms of number of specified securities shall not be less than ₹1,00,000/- (Rupees One Lakh Only) per bid.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of this Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 working days, be liable to repay the money, with interest at the rate of 15% per annum on bid money, as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **Arrangement for disposal of odd lot**

The trading of the equity shares will happen in the minimum lot size of [●] shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on EMERGE Platform of National Stock Exchange of India Limited.

#### **Restrictions, if any on transfer and transmission of equity shares**

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" on page 67 of this Red Herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" on page 229 of this Red Herring Prospectus.

#### **New financial instruments**

As on the date of this Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

#### **Allotment only in dematerialised form**

Pursuant to the provisions of the Depositories Act, 1996 and Section 29(1) of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated May 16, 2023; and
- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated May 18, 2023;

### **Mode of payment of dividend**

The declaration and payment of dividend on equity shares will be as per the provisions of Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and our Articles of Association and provisions of the SEBI Listing Regulations and other applicable laws including guidelines or directives that may be issued by the GoI in this respect and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. Further interim dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to the section titled “*Dividend Policy*” on page 155 of this Red Herring Prospectus.

### **Compliance with disclosure and accounting norms**

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

### **Option to receive securities in dematerialised form**

As per Section 29 of the Companies Act, 2013 and in accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

### **Minimum number of allottees**

In accordance with the Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulations), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

### **Withdrawal of the issue**

Our Company through IPO Committee, in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the

Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our company may migrate to the Main board of National Stock Exchange of India Limited from SME Exchange platform on a later date subject to the following:

- *If the Paid up Capital of our Company is likely to increase above ₹2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall mandatorily apply to National Stock Exchange of India Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- *If the Paid up Capital of our company is more than ₹1,000 lakhs but below ₹2,500 lakhs, our Company may still apply for Voluntary migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

### **Market making**

The shares issued through this Issue are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (SME Exchange) with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on EMERGE Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to chapter titled “General Information” on page 57 of this Red Herring Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus with the RoC, Delhi, publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

### **Compliance with SEBI ICDR Regulations**

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **As per the extent guidelines of the government of India, OCBs cannot participate in this Issue**

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified

in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid cum Application form, the OCB shall be eligible to be considered for share allocation.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post issue face value capital does not exceed ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the Emerge Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page 193 and 206 of this Red Herring Prospectus.

### Following is the issue structure:

Initial Public Issue of upto 45,00,000\* Equity Shares of face value of ₹ 02 each fully paid (the 'Equity Shares') for cash at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per equity share) aggregating to ₹ [●] Lakhs.

The issue comprises a Market Maker Reservation of 2,30,000\* Equity Shares of ₹ 02 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto 42,70,000\* Equity Shares of ₹02 each ("the Net Issue"). The Issue and Net Issue will constitute 30.00% and 28.47% of the post issue paid up Equity Share capital of our Company.

The Issue is being made through the Book Building Process.

*\*Subject to finalisation of Basis of Allotment*

Particulars of the Issue <sup>(1)</sup>	Market Maker Reservation Portion	QIBs <sup>(2)</sup>	Non-Institutional Investors	Retail Investors	Individual Investors
<b>Number of Equity Shares available for allocation</b>	Upto 2,30,000 Equity Shares	Not more than 21,20,000 Equity Shares	Not less than 6,50,000 Equity Shares	Not less than 15,00,000 Shares	Not less than Equity
<b>Percentage of Issue Available for allocation</b>	5.11% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue	
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares.	Proportionate basis subject to minimum allotment of [●] Equity Shares	

allocation as per (a) above.

Up to 60% of the QIB Portion of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price

Mode of Allotment		Compulsorily in dematerialized form			
<b>Minimum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000	
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000	
<b>Trading Lot</b>	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>				
<b>Mode of Bid</b>	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment	

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

- 1. In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*
- 2. Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.*

3. *Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.*
4. *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.*

The Bids by FPIs with certain structures as described under “Issue Procedure - Bids by FPIs” on pages 210 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

### **Withdrawal of the Issue**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

### **Bid/ Issue Program:**

<b>Event</b>	<b>Indicative Date</b>
Bid / Issue Opening Date	Wednesday, November 01, 2023
Bid / Issue Closing Date* <sup>(1)</sup>	Friday, November 03, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange\$	Monday, November 06, 2023
Unblocking of funds from ASBA Accounts / Initiation of Refunds and credit of Equity Shares to demat accounts of Allottees	Tuesday, November 07, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	Wednesday, November 08, 2023

*Note:*

*\*UPI mandate end time and date shall be at 5.00 pm on November 2, 2023.*

*\$ In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the bidders shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request*



for cancellation/ withdrawal/ deletion is placed in the Stock Exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original bid amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bid , exceeding four Working Days from the Issue Closing Date, the bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue BRLM shall be liable for compensating the bidder at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and any subsequent circulars or notifications issued by SEBI in this regard, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

*(1) Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

The above timetable is indicative and does not constitute any obligation on our Company, and the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Issue Period. On the Bid/Issue Closing Date, the Bids and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Standardization of cut-off time for uploading of applications on the Issue closing date:

- a. A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b. A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c. A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after considering the total number of bids received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.
- d. A standard Cut off time of upto 1:00 PM on T day for Physical application (Bank ASBA) submission by investors.
- e. A standard Cut off time of upto 12:00 PM on T day for Physical application (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs) submission by investors. Syndicate members shall transfer such applications to banks before 1pm on T day.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Red Herring Prospectus are Indian Standard Times.

## ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issue prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public Issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 as amended from time to time, including pursuant to circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 (“UPI Circular”) has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in Phase I, was effective along with the prior process and existing timeline of T+6 days (“UPI Phase I”), until June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”) with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-2019 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular has come into force for initial public offers opening on or after May 1, 2021 and the provisions of this circular are deemed to form part of this Red Herring Prospectus

Thereafter, the final reduced timeline may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Issue will be made under UPI Phase II, unless UPI Phase III becomes effective and applicable on or prior to the Bid / Issue Opening Date. If the Issue is made under UPI Phase III, the same will be advertised in all edition of the English national newspaper Business Standard, all edition of the Hindi national newspaper Business Standard and regional edition of the Hindi newspaper being Regional newspaper Gurgaon Mail, Hindi being the regional language of Gurugram, Haryana, where our Registered Office is located on or prior to the Bid / Issue Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their websites. Further SEBI vide circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 have brought the implementation of the aforesaid circular dated March 16, 2021 in accordance with the revised timelines for

certain of its provisions based on representations received from the stakeholders due to Covid-19 pandemic. The revisions of the circular dated June 02, 2021 are elaborated as under: -

- SCSB's shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc shall be included in SMS for Public Issues opening on/after January 01, 2022.
- The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
- In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc, the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
- The Stock Exchanges and Book Running Lead Manager shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- The Registrar to the Issue shall provide the allotment files to the Sponsor Bank by 09:00 PM on T+1 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
- The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Issue, not later than 09:30A.M. on BOA+1.
- Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Issue shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 04:00 PM on BOA+1 and ensure that the unblocking is completed on T+2.

*Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus.*

*Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

*SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is upto Rs. 5 Lakhs shall use UPI.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 (four) Working Days from the Issue Closing Date, the bidder shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Bid cum Application money to four days.

*Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus. Further, our Company and the BRLM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for bid cum application in this Issue.*

***Our Company and the BRLM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus.***

*Further the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.*

### **Book building procedure**

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue has been made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process and the allocation to the public will be made as per Regulation 253 (1) of the SEBI ICDR Regulations.

Subject to the valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be in the dematerialised form. The Bid cum Application Forms which do not have the details of the Bidder’s depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** This phase which has become applicable from August 9, 2023, shall be made in two phases, i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post –issue BRLM will be required to compensate the concerned investor.

The Issue has been made under UPI Phase III of the UPI Circular. All SCSBs offering facility of making application in public issues also provided facility to make application using UPI.

All SCSBs offering the facility of making applications in public issues shall also provide the facility to make Bid cum application using UPI. The Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the Retail Individual Bidders using the UPI.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the website of the Stock Exchange and the BRLM.

### **Bid cum application form**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the website of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Issue Opening Date.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue shall use only UPI payment mechanism for application.

The bid cum application form submitted by NIIs and QIBs must provide bidder's bank account details and authorization to block funds in the relevant space provided in the Bid cum Application Form. Further, Retail Individual Investors submitting bid cum application form using UPI shall mention the UPI of the his/her own Bank account in the bid cum application form in the relevant space and the Bid cum Application Forms that do not contain such details are liable to be rejected.

Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

<b>Category</b>	<b>Colour of Bid cum Application Form*</b>
Resident Indians and Eligible NRIs applying on a non-repatriation basis(ASBA)*	White*
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis(ASBA)**	Blue*

*\*excluding electronic Bid cum Application Form*

*\*\* Bid cum Application forms will also be available on the website of the NSE (www.nseindia.com). Same Bid cum Application Form applies to all ASBA Bidders s/ Retail Individual bidders applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than RIBs using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI vide circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021.

Designated Intermediaries (other than SCSBs) after accepting bid cum application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid cum Application Forms to respective SCSBs where the Bidder has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the bid cum application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of the Stock Exchange.

Further, Intermediaries shall retain physical bid cum application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of Electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

Bidders shall only use the specified bid cum application Form for the purpose of making a bid cum application in terms of the Red Herring Prospectus. The Bid cum Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the bidders wish to apply for. Bid cum Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique bid cum application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or Sponsor Bank, as applicable, at the time of submitting the Bid.

Bidders are required to submit their applications only through any of the following Bid cum Application Collecting Intermediaries

- i. an SCSB, with whom the bank account to be blocked, is maintained
- ii. a syndicate member (or sub-syndicate member)
- iii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- iv. a depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v. a registrar to an issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail Individual investors submitting bid cum application with any of the entities at (ii) to (v) above (hereinafter referred as ‘Intermediaries’), shall enter their UPI ID in the Bid cum Application Form. It is clarified that Retail Individual Bidders may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the bid cum application number to the investor, as a proof of having accepted the bid cum application form, in physical or electronic mode, respectively.

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the bid cum application money specified.
For applications submitted by investors other than Retail Individual Investors to intermediaries other than SCSBs	After accepting the bid cum application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the bid cum application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by Retail Individual Investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the bid cum application form, respective intermediary shall capture and upload the relevant bid details, including UPI ID, in the electronic bidding system of the Stock Exchange. Stock Exchange shall share bid details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on Retail Individual Investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to Retail Individual Investor. Retail Individual Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by Stock Exchange.

Stock Exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded. Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the bidders.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on a daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

#### **Who can bid?**

In addition to the category of Bidders, set forth in the GID, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- Scientific research organizations authorized in India to invest in the Equity Shares; and
- Any other persons eligible to Bid in the Issue under the laws, rules, regulations, guidelines and policies applicable to them.

As per the existing RBI regulations, OCBs cannot participate in this Issue.

#### **Participation by associated/ affiliates of book running lead manager and syndicate members, promoter group and persons related to promoter/promoter group**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors,

including associates or affiliates of BRLM and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Promoter and Promoter Group and any persons related to our Promoter and Promoter Group cannot participate in the Issue.

### **Bids by mutual funds**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **Bids by eligible NRIs**

Eligible NRIs may obtain copies of Bid cum Application Form from the members of the Syndicate, the sub-Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Issue.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour). For details of restrictions on investment by NRIs, please refer to the chapter titled "*Restrictions on Foreign Ownership of Indian Securities*" on page 226 of this Red Herring Prospectus.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non-repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non-repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the issue through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the



issue, provided the UPI facility is enabled for their NRE/ NRO account. NRIs applying in the issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see “Restrictions on Foreign Ownership of Indian Securities” on page 226. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

### **Bids by HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The correct procedure for applications by Hindu Undivided Families and the fact that applications by Hindu Undivided Families would be treated as on par with applications by individuals. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs may be considered at par with Bids from individuals;

### **Bids by FPIS including FIIS**

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‘foreign institutional investors’ and ‘qualified foreign investors’ are subsumed under a new category namely ‘foreign portfolio investors’ or ‘FPIs’. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with ‘know your client’ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to the following conditions:

- (a) offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

### **Bids by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The Category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, Category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, Category I or II AIF or FVCI, as the case may.

**Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.**

**All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

#### **Bids by limited liability partnerships**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration offered under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **Bids by banking company**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason. lower. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

### **Bids by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making bid cum application in public issues and clear demarcated funds should be available in such account for such applications.

### **Bids by systemically important non-banking financial companies**

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

### **Bids by insurance companies**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- (a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower;

the industry sector in which the investee company belong to: not more than 10% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower. The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under 1, 2 and 3 above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 25,00,000 Lakhs or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,00,000 lakhs or more but less than ₹ 25,00,000 lakhs.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

### **Bids by provident funds/pension funds**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid Cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

### **Bids under power of attorney**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, Government of India, Systemically Important Non-Banking Financial Company or the National Investment Fund and provident funds with a minimum corpus of ₹ 2500 Lakhs/25crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs/25crores, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

**The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.**

### **Signing of underwriting agreement and registering of this Red Herring Prospectus/ Prospectus with RoC**

- (a) Our Company have entered into an Underwriting agreement dated October 17, 2023.
- (b) A copy of the Red Herring Prospectus will be registered with the RoC and copy of Prospectus will be registered with ROC in terms of Section 32 of the Companies Act, 2013 and Section 26 of the Companies Act, 2013. The Prospectus will contain details of the Issue Price, Issue size and underwriting arrangements and will be complete in all material respects.

### **Pre-issue advertisement**

Subject to Section 30 of the Companies Act, 2013, our Company will, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Daily Newspaper; (ii) Hindi National Daily Newspaper; and (iii) Regional Newspaper, each with wide circulation at the place where the Registered Office of the Company is situated. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid Closing Date and the floor price or price band along with the necessary details subject to Regulation 264 and 250 of the SEBI ICDR Regulations. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

### **Issuance of allotment advice (CAN)**

- 1) Upon approval of the basis of allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such bidder
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful bidders Depository Account is completed within one working

Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

<b>Event</b>	<b>Indicative Date</b>
Bid/Issue Opening Date	Wednesday, November 01, 2023
Bid/Issue Closing Date	Friday, November 03, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	Monday, November 06, 2023
Initiation of Refunds / Unblocking of ASBA accounts and credit of Equity Shares to Demat Accounts of Allottees	Tuesday, November 07, 2023
Commencement of trading of the Equity Shares on the Stock Exchange	Wednesday, November 08, 2023

*Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Book Running Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the EMERGE Platform of NSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the NSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the NSE EMERGE in accordance with the applicable laws*

### **Advertisement regarding Issue Price and Prospectus**

Our Company will issue a statutory advertisement after the filing of this Red Herring Prospectus / Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of this Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **General instructions**

Please note that NIIs are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/ Issue period and withdraw their Bid(s) until Bid/ Issue closing date.

In addition to the general instructions provided in the General Information Document, Bidders are requested to note the additional instructions provided below: -

#### **Do's:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. All Bidders should submit their Bids through the ASBA process only;
6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
7. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
8. Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Bid cum Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Bid cum Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
9. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Bid cum Application Form;
10. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Bid cum Application Form;
11. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the

- bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
12. RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the issue;
  13. RIBs submitting a Bid cum Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
  14. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Bid cum Application Form;
  15. RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI
  16. If the first bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
  17. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
  18. QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment.
  19. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
  20. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
  21. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or bid cum application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
  22. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
  23. Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries
  24. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
  25. Ensure that the Demographic Details are updated, true and correct in all respects;
  26. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
  27. Ensure that the category and the investor status is indicated;
  28. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
  29. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
  30. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names,

- ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
31. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
  32. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
  33. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make bid cum application in the Public Issue;
  34. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
  35. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
  36. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
  37. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the bid cum application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
  38. RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid / Issue Closing Date.
  39. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
  40. RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
  41. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Issue.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Bid cum Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

#### **Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
6. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
7. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
8. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
9. Do not Bid at Cut-off Price (for Bids by Non-Institutional Bidders);
10. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA

process;

11. Do not Bid for a Bid Amount exceeding 2,00,000 (for Bids by Retail Individual Bidders);
12. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
13. Do not submit the General Index Register number instead of the PAN;
14. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
15. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.
19. Do not submit a Bid using UPI ID, if you are not a RIB;
20. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs using the UPI Mechanism
21. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;
22. Do not bid if you are OCB and
23. If you are QIB, do not submit your bid after 12.00 pm on the Bid/Issue Closing Date (T Day).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any Pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled "General Information" and "Our Management" on page 57 and 134 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled "General Information" on page 57.

#### **Payment into Escrow Account for Anchor Investors**

Our Company (acting through its IPO Committee) in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- (a) In case of resident Anchor Investors: "SAR Televenture Limited-Anchor Investor-R"
- (b) In case of Non-Resident Anchor Investors: SAR Televenture Limited-Anchor Investor-NR"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

#### **Filing of this Red Herring Prospectus**

The Draft Red Herring Prospectus has been filed with National Stock Exchange of India Limited, Exchange Plaza, C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India

The Draft Red Herring Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub Regulation (5) of SEBI (ICDR), 2018 and Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19,



2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

Further, in accordance with Regulation 246(1) a copy of the Prospectus along with the Material Contracts and Material Documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Delhi, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019, India at least (3) three working days prior from the date of opening of the Issue.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidder whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

All communications may be addressed to such Bidders and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

A Bidder should submit only one Bid cum Application Form. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, the sub-Syndicate, SCSB, Registered Broker, RTA and CDP and duplicate copies of Bid cum Application Forms bearing the same bid cum application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of bids**

- a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price Less Discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Red Herring Prospectus.

#### **Grounds of technical rejections**

Bidders are advised to note that Bids are liable to be rejected *inter alia* on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bids by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price.
- GIR number furnished instead of PAN;
- Bids for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-Off Price by NIIs.

- Bids for number of Equity Shares which are not in multiples of the Equity Shares as specified in the Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in this Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bids accompanied by stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms are not delivered by the Bidders within the time prescribed as per the Bid cum Application Forms, Bid/ Issue Opening Date advertisement and the Red Herring Prospectus and as per the instructions in this Red Herring Prospectus and the Bid cum Application Forms;
- In case, no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bids by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchange; and
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form /Application Form. Bids not duly signed by the sole/First Bidder.
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Bid cum Application Form/Application Form;
- Submission of Bid cum Application Forms/Application Form using third party ASBA Bank Account;
- Submission of more than one Bid cum Application Form per UPI ID by RIIs bidding through Designated Intermediaries;
- In case of Bids by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Bid cum Application Form is linked to a third party bank account;
- Bids submitted by RIBs using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Bid/Application is made using the UPI mechanism and revision(s) to the Bid/Application is made using ASBA either physically or online through the SCSB, and *vice-versa*.
- Bids uploaded by QIBs after 12:00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 12:00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 12:00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "General Information" on page 57.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of Rs. 100 per day for the entire duration of delay exceeding four Working

Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **Equity shares in dematerialised form with NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated May 16, 2023;
- (b) Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated May 18, 2023;

The Company's shares bear ISIN no. INE0PUC01020.

#### **Impersonation**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who—*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

*Shall be liable for action under Section 447.”*

*The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of our Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of our company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.*

#### **Procedure and time of schedule for allotment and demat credit**

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares.

**Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.

- (a) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- (b) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account which will be completed within 2 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

## **Basis of allotment**

### **A. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Net Issue size less Allotment to Non-Institutional Investors shall be available for Allotment to Retail Individual Bidders, who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### **B. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Net Issue size less Allotment to Retail Investors shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

## **Names of entities responsible for finalising the Basis of Allotment in a fair and proper manner**

The authorised employees of the Designated Stock Exchange, along with the Book Running Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

## **Undertakings by the company**

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date (T day).
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable

communication shall be sent to the bidder within two Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

5. That our Promoter 's contribution in full has already been brought in;
6. That except Pre-IPO Placement, no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the bid cum application monies are refunded on account of non-listing, under-subscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/ Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period
11. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchange where listing is sought has been received.

#### **Utilisation of the issue proceeds**

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchange where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

#### **Utilisation of Issue Proceeds**

Our Board of Directors certifies that:

- All monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- Details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- Details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The Government of India has from time to time made policy pronouncements on Foreign Direct Investments (“**FDI**”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade (“**DPIIT**”) issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2) / 2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “**FDI Policy**”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

Under the current applicable sectoral cap, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present our Company is in the business of *construction of 5G/ 4G towers for onward leasing to telecom companies*. In the terms of consolidated FDI Policy 2020, issued by the Department of Industrial Policy and Promotion, 100% foreign direct investment in the Company is permitted under automatic route as amended by Press note 4 (2021) series dated October 06, 2021. For further details please see the chapter titled “Key Industry Regulations and Policies” on page 120 of this Red Herring Prospectus.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non- Debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non- Debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve Bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions / restrictions for overseas entities**

#### **i. Investment by FPIs under Portfolio Investment Scheme (PIS):**

FPIs are permitted to subscribe to Equity Shares of an Indian Company in a public issue without the prior approval of the RBI, so long as the price of the Equity Shares to be issued is not less than the price at which the Equity Shares are issued to residents. SEBI registered FPIs have been permitted to purchase shares of an Indian company through Issue, subject to total FPI investment being within the individual FPI investment limit of below 10% of the total paid-up equity capital of the Indian Company on a fully diluted

basis and subject to the aggregate limit of all FPIs put together being 24% of the total paid-up equity capital of the Indian company on a fully diluted basis. However, this aggregate limit of 24% may be increased up to sectoral cap / statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body, respectively before March 31, 2020. With effect from April 01, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as laid out in sub-paragraph (b) of paragraph 3 of Schedule I of the FDI Policy, 2020, with respect to its paid-up equity capital on a fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants. The aggregate limit as provided above may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively before March 31, 2020. The Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its Board of Directors and its General Body through a resolution and a special resolution, respectively; however, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold. **Investment by NRI or OCI on repatriation basis:**

As per Schedule III of the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, an NRI or OCI may purchase or sell shares of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions that NRIs or OCIs may purchase and sell shares through a branch designated by an authorised dealer for the purpose; and the total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the company.

## ii. **Investment by NRI or OCI on non-repatriation basis**

As per Schedule IV of the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, purchase by an NRI / OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs / OCIs, on non-repatriation basis of shares and convertible debentures or warrants issued by a company without any limit either on the stock exchange or outside, it will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. However, NRI / OCI, including a company, a trust and a partnership firm incorporated outside India and owned and controlled by NRIs / OCIs, is prohibited from making any investment, under Schedule IV, in capital instruments or units of a Nidhi company or a company engaged in agricultural / plantation activities or real estate business or construction of farm houses or dealing in transfer of development rights.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“**US Securities Act**”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “**Prospectus Directive**”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.



**SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT, 2013  
(COMPANY LIMITED BY SHARES)  
ARTICLES OF ASSOCIATION  
OF  
SAR TELEVENTURE LIMITED**

**PRELIMINARY**

Subject as hereinafter provided the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company except in so far as otherwise expressly incorporated herein below.

**INTERPRETATION**

- I. (1) In these regulations –
- (a) “the Act” means the Companies Act, 2013,
  - (b) “the seal” means the common seal of the company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

**SHARE CAPITAL AND VARIATION OF RIGHTS**

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, --
- (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **LIEN**

9. (i) The company shall have a first and paramount lien --
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
- Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
- Provided that no sale shall be made --
- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **CALLS ON SHARES**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17.(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board --

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### **TRANSFER OF SHARES**

19.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii). The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. (i) The Board may, subject to the right of appeal conferred by section 58 decline to register.

(ii) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(iii) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless --

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. (a) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine

(b) Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### **TRANSMISSION OF SHARES**

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24.(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either --

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25.(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **FORFEITURE OF SHARES**

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall --

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF SHARE CAPITAL**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution, --

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock, --

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

#### **CAPITALISATION OF PROFITS**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve --

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards --

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall -
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power --
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

#### **BUY-BACK OF SHARES**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### **GENERAL MEETINGS**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.  
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### **PROCEEDINGS AT GENERAL MEETINGS**

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
45. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### **ADJOURNMENT OF MEETING**

46. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING RIGHTS**

47. Subject to any rights or restrictions for the time being attached to any class or classes of shares, --
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
48. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
49. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
50. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
51. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
52. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
53. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **PROXY**

54. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
55. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
56. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **BOARD OF DIRECTORS**

57. The number of Directors shall not be less than Three and not more than Fifteen
- The following shall be the First Directors of the Company.
1. Mr. Atul Mathur

2. Mr. Praveen Tandon
3. Mr. Deepak Chaudhary

The Directors of the Company on the date of 4<sup>th</sup> Annual General Meeting, i.e., 29/07/2023 are:

1. Mr. Rahul Sahdev
2. Mr. Praveen Tandon
3. Mr. Suman Kumar
4. Ms. Kavya Jha
5. Mr. Chandra Prakash Srivastava
6. Ms. Aishwarya Singhvi

58. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them --

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

59. The Board may pay all expenses incurred in getting up and registering the company.

60. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

61. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine

62. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

63. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

## **PROCEEDINGS OF THE BOARD**

64. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

65. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

66. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

67. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.



68. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

69. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

70. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

71. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

72. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

73. Subject to the provisions of the Act, --

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer

74. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **THE SEAL**

75. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **DIVIDENDS AND RESERVE**

76. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

77. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

78. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like

discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve

79. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

80. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

81. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

82. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

83. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

84. No dividend shall bear interest against the company.

## **ACCOUNTS**

85. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

## **WINDING UP**

86. Subject to the provisions of Chapter XX of the Act and rules made thereunder --

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **INDEMNITY**

87. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## DEMATERIALISATION OF SECURITIES

### 88. (a) Definitions

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;

'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 1956 or Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

'Security' means such security as may be specified by SEBI from time to time.

### (b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

### (c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(d) Securities in depositories to be in fungible form All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

### (e) Rights of depositories and beneficial owners

(i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

### (f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

### (g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

### (h) Allotment of securities dealt with in a depository

## **Clause 88 to 97 inserted vide passing Special Resolution in AGM held on 12<sup>th</sup> July 2023**

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

### (i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

(j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

(k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

### **QUORUM**

89. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of members upto 1000: 5 members personally present

Number of members 1000-5000: 15 members personally present

Number of members more than 5000: 30 members personally present

### **INDEPENDENT DIRECTORS**

90. (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.

(ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and clause 49 of Listing Agreement

(iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and Listing Agreement and shall not be liable to retire by rotation.

### **WOMEN DIRECTORS**

91. The Directors shall appoint one women director as per the requirements of section 149 of the Act.

### **CORPORATION/NOMINEE DIRECTOR**

92. (a) Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as "The Corporation") out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any person so appointed, any person or persons in his or their place(s).

(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s. The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

(c) The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

#### **ROTATION OF DIRECTORS**

93. (a) At every Annual General Meeting, one third of the Directors shall retire by rotation in accordance with the provisions of Section 152 of Companies Act, 2013

(b) A retiring Director shall be eligible for re-election and eligible for re-election the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

(c) The Directors to retire in every year shall be those who retire have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

(d) Subject to Section 152 of the Act, if at any meeting at remain in office till which an election of Directors ought to take place, the successors are place of the vacating or deceased Directors is not filled appointed up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

#### **DEBETURES**

94. Any trust deed for securing debentures or debenture stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or

debenture-stocks, from time to time, to remove and reappoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

#### **RESOLUTION BY CIRCULATION**

95. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

### **MANAGING DIRECTOR**

95. Subject to the provisions of Section 196, 197, 2(94), 203 of the Act, the following provisions shall apply:

(a). The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.

(b). The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.

(c). If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.

(d) The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.

(e) Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors.

Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 137 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

### **WHOLE TIME DIRECTOR**

96. (a) Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Wholetime Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time

Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.

(b) A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

### **BORROWING POWERS**

97. **(Borrowing Powers)**

(a) Subject to the provisions of the Act and the Articles of the Company, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a Committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate and the same shall be in the interests of the Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded as per applicable provisions / laws.

## SECTION IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company), which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days and will also be available on the website of our Company at [www.sartelevventure.com](http://www.sartelevventure.com) from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, except for such contracts and documents that will be entered into or executed subsequent to the completion of the Bid/Issue Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

#### Material Contracts

1. Issue Agreement dated August 29, 2023 between our Company and the BRLM;
2. Registrar Agreement dated August 29, 2023 between our Company and Registrar to the Issue;
3. Underwriting Agreement dated October 17, 2023 between our Company and Underwriter viz. BRLM;
4. Market Making Agreement dated October 12, 2023 between our Company, Market Maker and the BRLM;
5. Bankers to the Issue Agreement dated October 12, 2023 amongst our Company, the BRLM, Banker(s) to the Issue, Sponsor Bank and the Registrar to the Issue;
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated May 16, 2023;
7. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated May 18, 2023;
8. Syndicate Agreement dated October 12, 2023 between our Company, the BRLM and Syndicate Member.

#### Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company as amended until date;
2. Certificate of incorporation dated May 24, 2019;
3. Fresh certificate of incorporation consequent upon conversion to public limited company dated April 13, 2023 issued by the RoC;
4. Copy of Resolution of the Board of Directors of our Company, dated July 07, 2023 in relation to approving the Issuer and other related matters;
5. Copy of Resolution of our Shareholders dated July 29, 2023 in relation to approving the Issuer and other related matters;
6. Copies of Annual Reports for the last three Financial Years, i.e., Financial Years 2023, 2022, 2021;
7. Report of the peer reviewed Auditor M/s Dharit Mehta & Co., Chartered Accountants dated July 28, 2023 on the Restated Consolidated Financial Information for the three months ended on June 30, 2023 and for the financial years ended as on March 31, 2023, 2022 and 2021 of our Company;
8. Statement of Tax Benefits dated October 21, 2023 issued by M/s Dharit Mehta & Co., Chartered Accountants;



9. Certificate dated October 23, 2023 issued by M/s Dharit Mehta & Co., Chartered Accountants the statutory auditors of our Company certifying the Key Performance Indicators set out in this Red Herring Prospectus.
10. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Senior Managerial Person, Statutory Auditors, Banker to the Company, Legal Advisor to the Issue, the Book Running Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue, Refund Banker to the Issue/Sponsor Bank and Syndicate Member to act in their respective capacities;
11. Due diligence certificate dated August 29, 2023 from the BRLM; and
12. Copy of In-Principle approval from National Stock Exchange of India Limited *vide* letter no NSE/LIST/2667 dated October 11, 2023, to use the name of National Stock Exchange of India Limited in this issue document for listing of Equity Shares on Emerge Platform of National Stock Exchange of India Limited.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholder's subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby certify and declare that, all the relevant provisions of the Companies Act, 2013 and the rules, regulations or guidelines issued by the Government of India or the rules, regulations or guidelines issued by the SEBI established under Section 3 of the SEBI Act, 1992 as the case may be, have been complied with and no statements, disclosures and undertakings made in this in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013 SCRA, SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in this Red Herring Prospectus are true and correct.

**Signed by all the directors of our company**

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**Rahul Sahdev**  
Chairman & Managing Director

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**Praveen Tandon**  
Executive Director & WTD

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**Chandra Prakash Srivastava**  
Non-Executive Director

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**Kavya Jha**  
Non-Executive Director

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**Suman Kumar**  
Independent Director

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**Aishwarya Singhvi**  
Independent Director

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company.

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**Sarvgya Jain**  
Chief Financial Officer

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**Abhishek Jain**  
Company Secretary and Compliance Officer

**Date:** October 23, 2023

**Place:** Haryana